MARVEL MASTERWORKS®
CAPTAIN AMERICA®
VOLUME 5

CAPT. AMERICA
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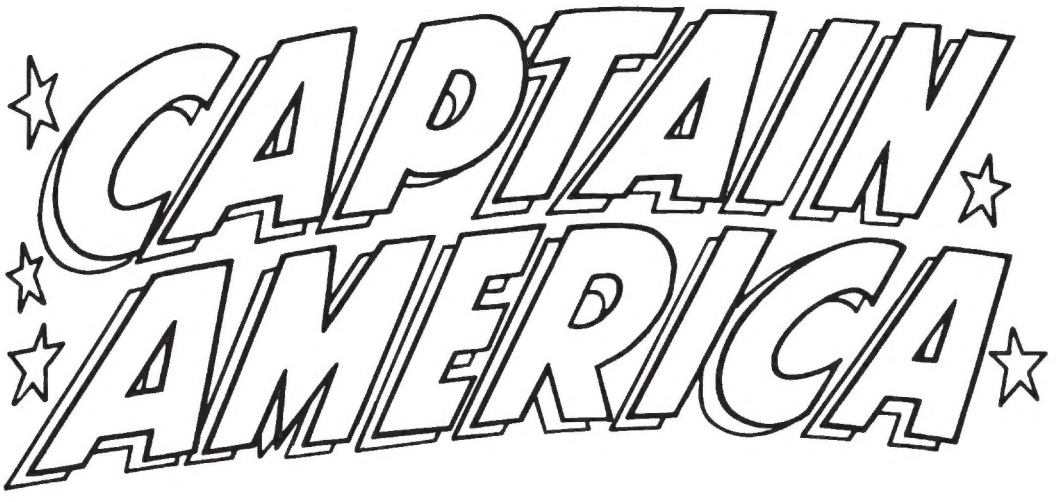
CAPTAIN AMERICA
I'VE WAITED 20 YEARS TO DO THIS!
THE FEARFUL SECRET OF BUCKY BARNES!

CAPTAIN AMERICA Nos. 125-136
STAN LEE & GENE COLAN

MARVEL

MARVEL MASTERWORKS

PRESENTS



VOLUME 5

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CAPTAIN AMERICA Nos. 125-136

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Nos. 125-136

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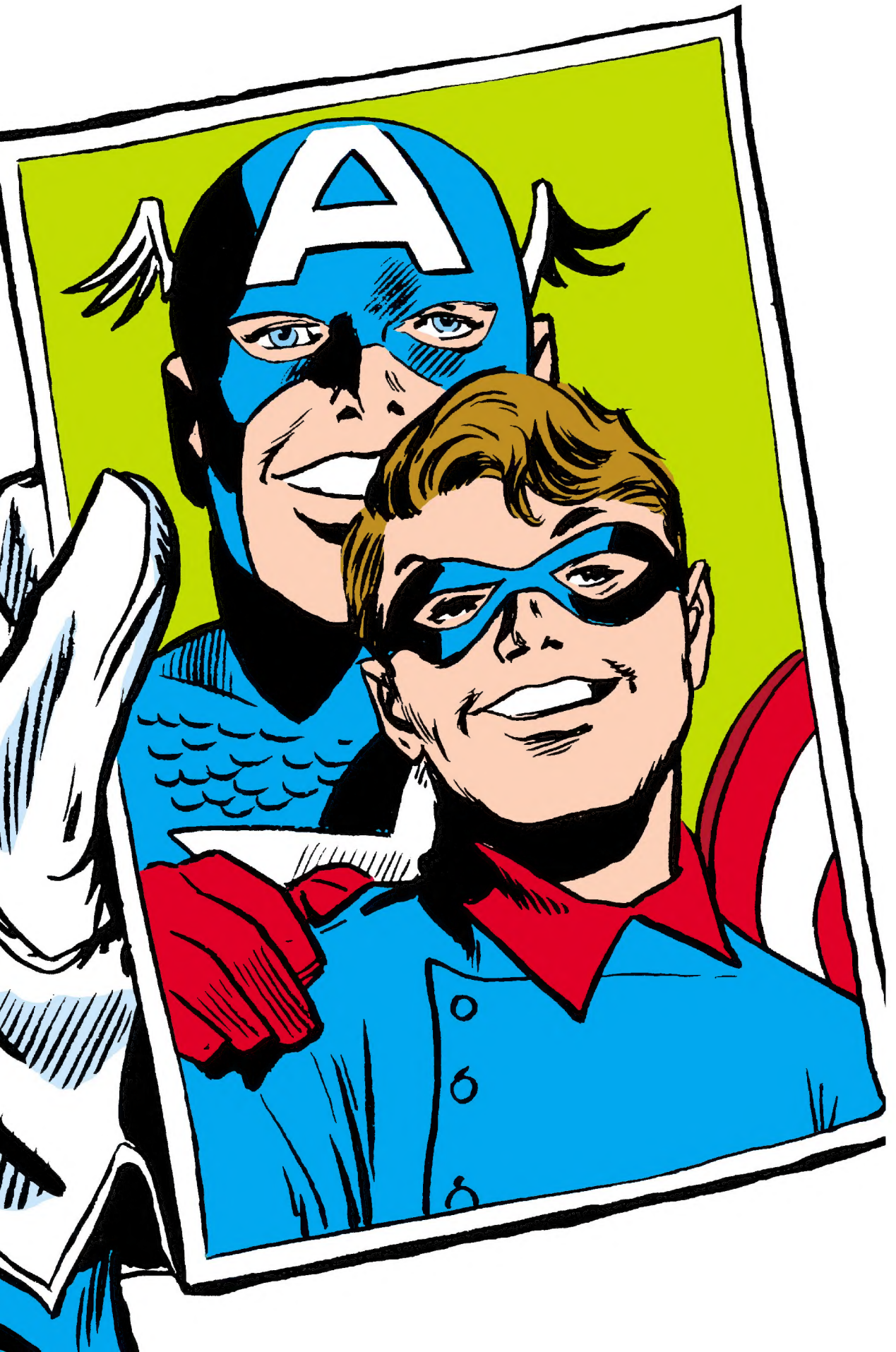

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INTRODUCTION
BY BRUCE CANWELL

Hello! Glad you could join today's excursion. That's right, just step onto the yellow platform and prepare for dematerialization…What's that? No, you won't need Dramamine. Dr. Doom's time machine provides a very smooth ride.

We'll be traveling back to look at Captain America's exploits during 1970 and early 1971. During this period, the country was fractured along political, civil, age, and social lines. For the first time the very relevance of Captain America was questioned, by the public and by Steve Rogers himself. Throughout our visit to the past, watch for Stan Lee and Gene Colan examining Cap's place as both a hero and as a symbol…Okay, the time machine's powering up. Stand still, everybody, because temporal displacement starts—*now*!

…And here we are: welcome to Richard Nixon's first term as President. The hot button of the day, the issue that slices across all sociopolitical boundaries, is the Vietnam War. Having touched upon the human effects of this conflict two years earlier with *Daredevil*'s "Brother, Take My Hand," Stan and Gene placed Steve Rogers directly on the front lines in *Captain America* #125. Cap goes in-country to locate a missing man of peace, unaware that the enemy of a fellow Avenger is secretly fanning the flames of conflict. The tale ends on a hopeful note, though history teaches us there were months of hard fighting still to come before the Paris Peace Accords were signed in 1973.

Issue #125 also reflects two policies unique to Marvel's "15-cent era." Note that pages twelve and thirteen were created as halves (this holds for everything we'll encounter on this trip), while the length of each story had also been restricted to one issue, two at most. The latter decision really accelerated pacing, as you can see when *Cap* #126 opens with the shield-slinger already back in New York, where his friend the Falcon has been framed for murder by a hate group called the Diamondheads. "They're like a black version of The [Ku Klux] Klan," Sam Wilson says at one point. "All they do is preach 'hate whitey!'" Since the 1965 Watts riots in Los Angeles, racial tensions had simmered and occasionally overflowed; groups like the Black Panthers and African-American activists Bobby Seale, Eldridge Cleaver, Huey P. Newton, and Stokely Carmichael were much in the news. Cap and the Falcon may have prevailed over the Diamondheads with relative ease, yet millions of Americans fought hard for each step gained on the road to equality.

"Who Calls Me Traitor?" in #127 marks the sole collaboration between two artistic giants, Gene Colan and Wally Wood. Woody's inks over Gene's pencils create an intriguing gestalt—the storytelling is clearly Colan (check out panel 2 of page 2, panel 6 of page 9, and pages 14 and 18), but characters take on a decidedly Wood-influenced appearance. Notice in particular how Sharon Carter is depicted: softer, curvier, the shape of her face and the texture of her hair both hallmarks of the classic "Wood girl." Android X-4 also echoes NoMan, from Tower Comics' *T.H.U.N.D.E.R. Agents*, where Wood had been the shining artistic star.

Issue #128 finds an alienated Steve Rogers buying a motorcycle and riding off to find himself. Months earlier at DC Comics, Green Lantern and Green Arrow had begun a similar journey in what became known as the "Hard-Traveling Heroes" story-cycle. GL/GA may have been the first super heroes to hit the road, but their clunky green pickup was strictly nowhere compared to Cap's groovy cycle! This trip acknowledges *Easy Rider,* the hit 1969 motion picture that in turn nods to the red-white-and-blue Avenger. In the film, Dennis Hopper (co-writer and director) and Peter Fonda (co-writer) star as counter-culture bikers on an American odyssey. Hopper played Billy, while Fonda's character, Wyatt, was also nicknamed…Captain America.

In addition to its *Easy Rider* homage, *Cap* #128 also features a biker gang who turn a rock festival into a scene of rampant violence and death, echoing the tragic "Altamont Speedway Free Festival" from December 1969, where Hell's Angels were involved in many altercations and four persons lost their lives. You can watch the movie *Gimme Shelter* to see how the chaos at Altamont compares to the menace posed by Stan and Gene's creation, Satan's Angels.

After the Red Skull hatches a plan involving switched road signs, an Arab king, and a one-way rocket ride into space (hardly one of the Skull's more inspired schemes), the pace quickens in issue #130's "Up Against the Wall!" Cap visits a college town where student protests have escalated into full-scale violence. In the aftermath, an unwitting Cap is invited to deliver a televised speech carefully crafted by the mysterious Hood, a speech designed to fan the flames of distrust on both sides of the generation gap. As the cameras roll, Cap tosses away the script and reminds America, "This nation was founded by dissidents—by people who wanted something better! There's nothing sacred about the status quo—and there never will be!" I still applaud that speech and have quoted it many times in encounters with real-life Archie Bunkers, who are always forced to acknowledge the truth contained in that sentiment. Fortunately—unlike Cap—I never had to face Batroc's Brigade as the price of speaking those words!

The title of *Cap* #131 says it all: "Bucky Reborn!" The Hood decides to destroy the Sentinel of Liberty by convincing him that Bucky Barnes has somehow survived World War II. Remember that at this point his partner's loss is a raw wound, since Cap himself is still very much a man displaced in time. Bucky's death plagues Steve Rogers's quiet moments, and a thousand triumphs could never erase that single, haunting failure. The Hood's undoing is that he may have succeeded too well—has he truly found the long-lost Bucky?

We find out that answer in "The Fearful Secret of Bucky Barnes!", where we're also promised the unveiling of "the most diabolical plot of all time!" Indeed, you'll see how villain upon villain has hatched overlapping schemes during Cap's cross-country trek, drawing an increasingly tight web around him. Since we have the benefit of more recent knowledge, at the conclusion of this emotional and dramatic story we know what the star-spangled Avenger cannot. We understand that the *real* secret of Bucky Barnes is not fearful at all, and its unfolding will open bold new vistas in the modern-day saga of Captain America.

Next, the malevolent MODOK gets an origin. Like Cap and Spider-Man before him, MODOK was an ordinary man who became something more-than-human through arcane superscience…but where Steve Rogers volunteered for Operation: Rebirth and Peter Parker gained great power accidentally, the man-who-would-be-MODOK was an unwilling guinea pig forced to submit to experimental treatment. MODOK's origin shows a dark, disquieting underside to the Marvel Universe, where anyone might be seized against their wishes and turned into a living monstrosity. In this issue, Cap crushes MODOK's unusual attempt at urban renewal and in the process forges a new partnership with Sam Wilson, the fighting Falcon. Covers on newsstands across the country trumpeted this turn of events when *Captain America and The Falcon* #134 hit the stands, as Sam struggles to keep his nephew from falling under the sway of the ruthless gang leader Stone-Face.

The newly-minted Cap/Falc team traveled straight down to the Earth's core in a two-part story with very interesting credits lists. Though the powerhouse artistic pairing of Gene Colan and Tom Palmer produced years of glorious work in conjunction with Roy Thomas, Marv Wolfman, and Steve Englehart, *Cap* #135's "More Monster Than Man!" is their only collaboration with Stan "The Man" Lee. Palmer is gone next issue, leaving Bill Everett's distinctive brushwork to bring an unmistakable finish to Colan's pencils. Though Everett is not recognized as a "major" Colan inker, by the time this issue appeared he was already inking Gene on the "Black Widow" feature that shared space with "The Inhumans" in *Amazing Adventures*.

Bill Everett remains with Captain America for another month, as… excuse me? Yeah, you're right—that's the time machine platform appearing above us. Stand close together, everyone, it's time for us to say goodbye to the 1970s. We'll be back in the 21st century…

…In the blink of an eye. See?

I think you'll agree we've discovered how Gene Colan was the ideal penciler to represent Cap at the start of the "swinging '70s." It's also clear that at his best, Stan Lee remains unmatched when it comes to providing stirring dialogue for our favorite super-soldier.

Finally, as a memento of our trip, please take along our special commemorative hardcover collection of the adventures you've just observed. After all, a ride in Dr. Doom's time machine is a once-in-a-lifetime experience, but this book will allow you to return to 1970 or 1971 with the flip of a page.

Try it for yourself and see…

2010

As a boy, Bruce Canwell hoped his MMMS kit would arrive containing a Cap button (no such luck). Overcoming that disappointment, he grew up to become Associate Editor for The Library of American Comics (LOAC), writing essays for the Eisner Award-winning Terry and The Pirates *series. In 2010, his LOAC work includes biographies for* Bringing Up Father *and* King Aroo, *with* Li'l Abner *and* Genius, Isolated: The Life & Art of Alex Toth *due out later in the year.*

CAPT. AMERICA
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MAY
CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
WITHIN THE CASTLE WAITS THE CAPTIVE!
FEATURING: THE SURPRISE VILLAIN OF THE YEAR!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™
CAPTURED.. IN VIET NAM!
I'VE GOT TO GET INVOLVED! I NEED SOME ACTION--- FAST!
ANYTHING... TO MAKE ME FORGET-- ABOUT SHARON!
SPAT!
BY STAN LEE and GENE COLAN
INKING: FRANK GIACOIA
LETTERING: SAM ROSEN

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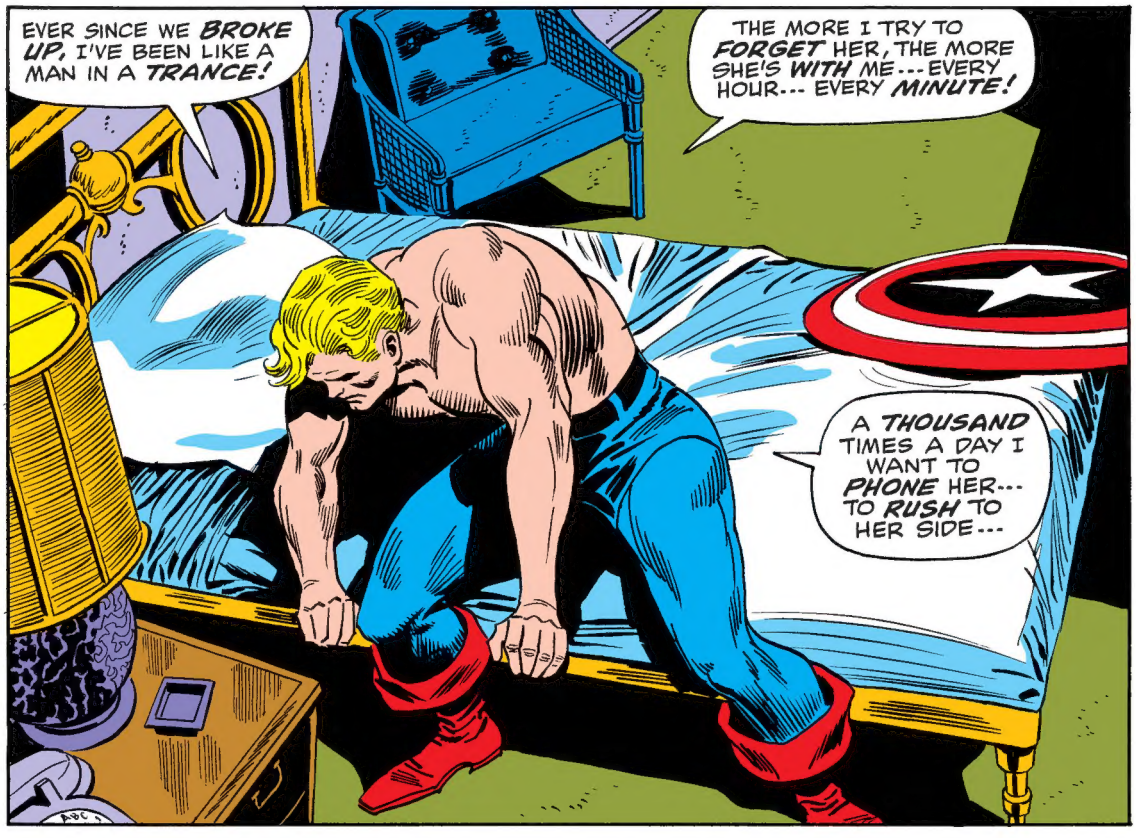
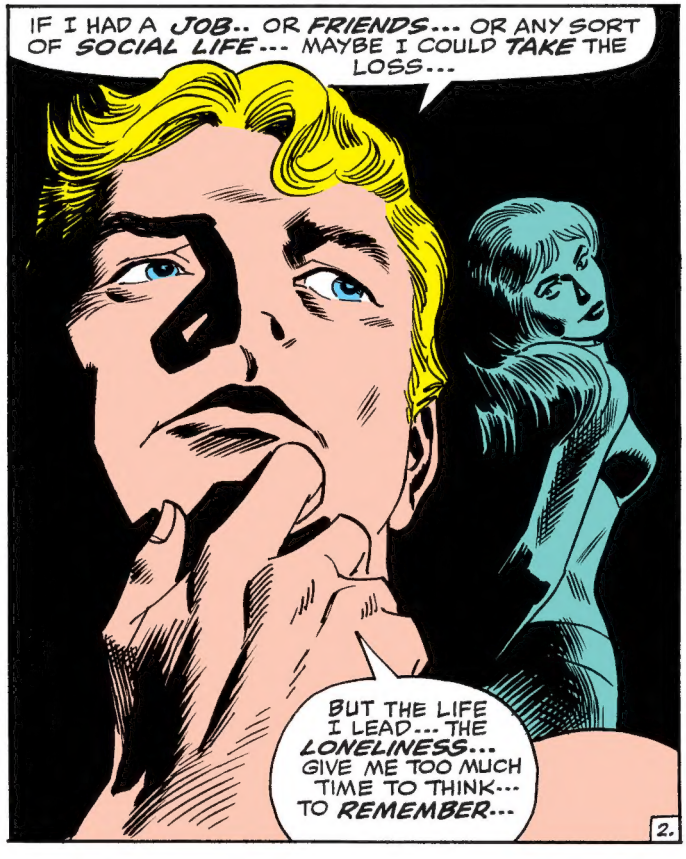
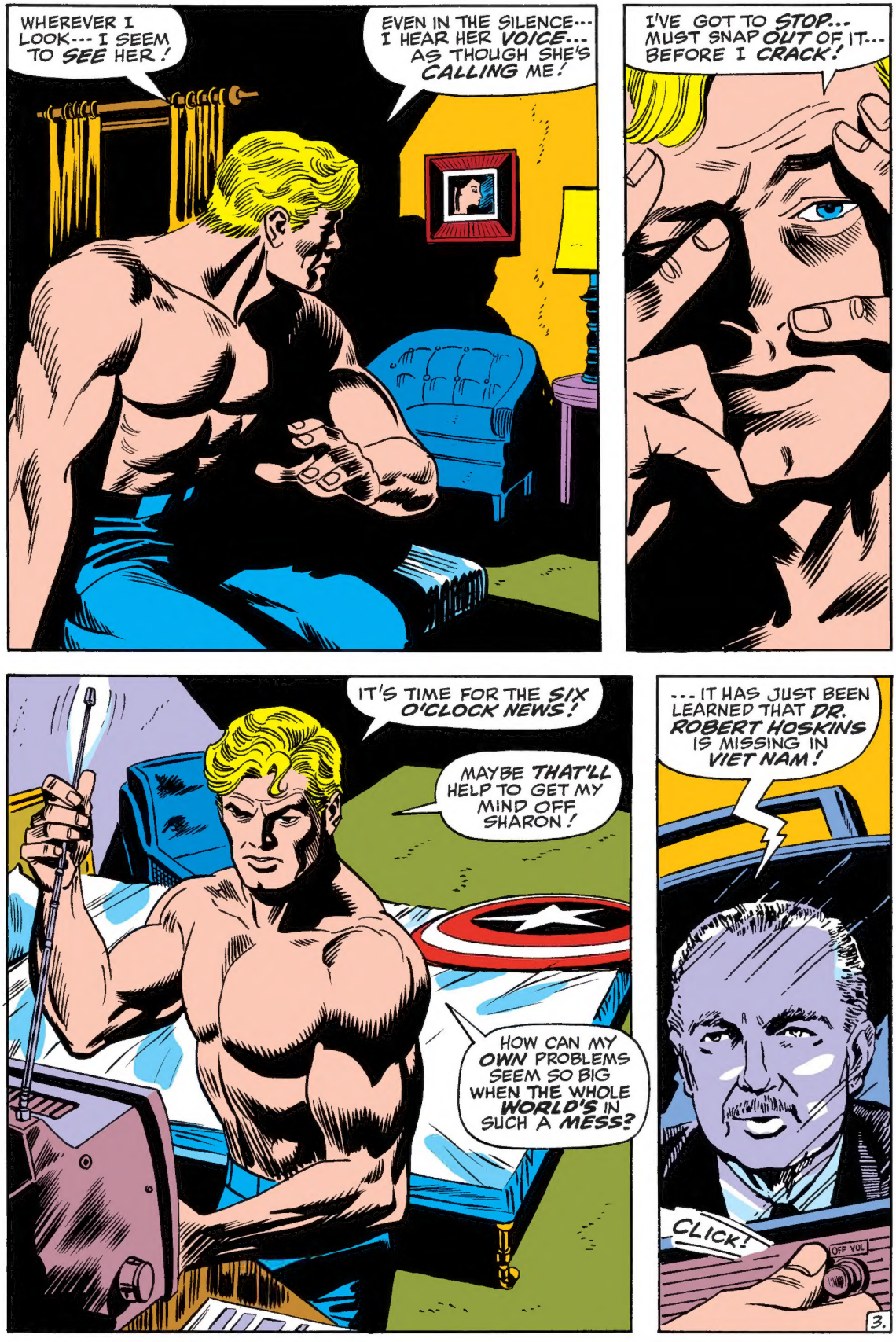
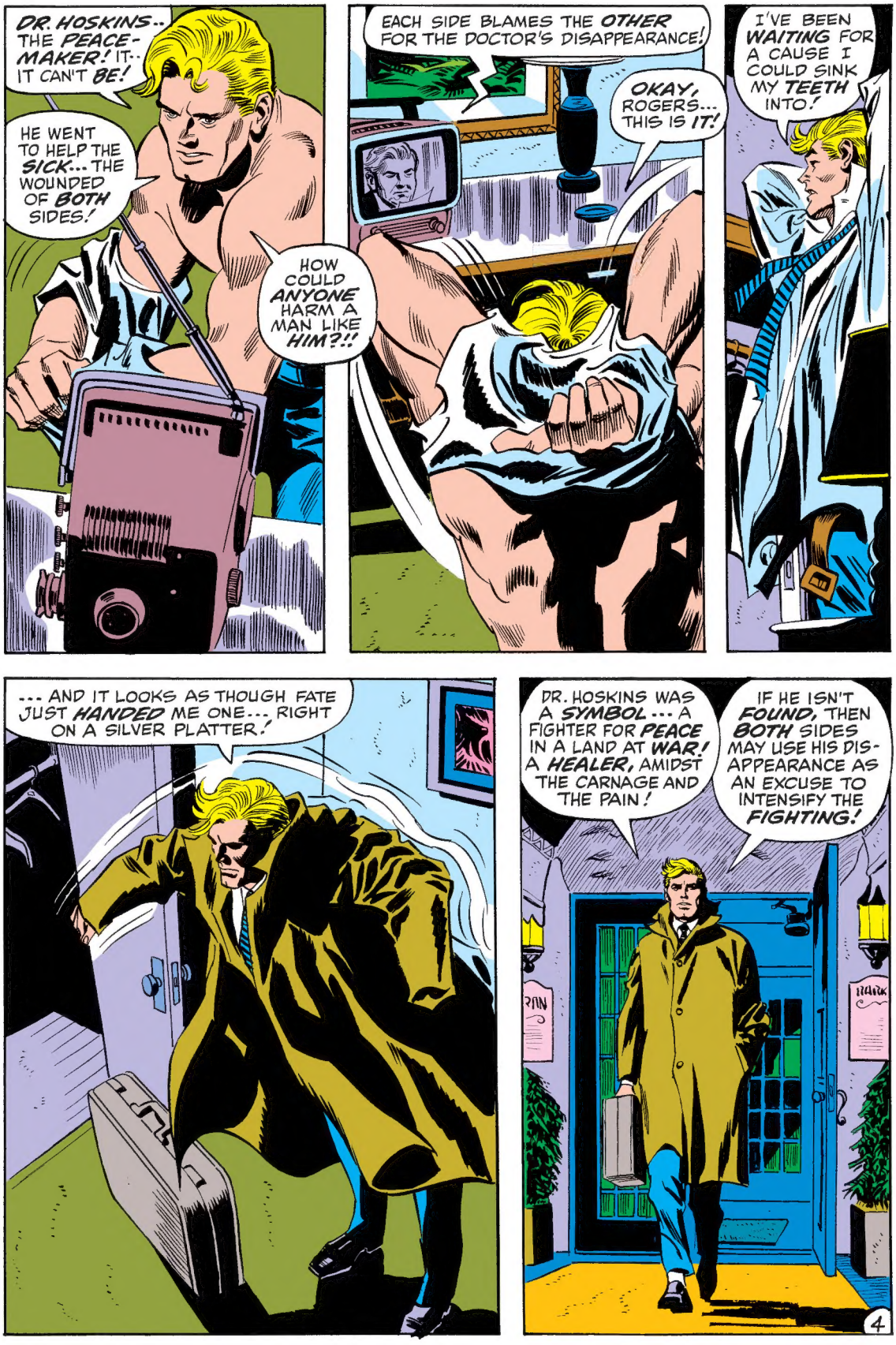

EVER SINCE WE BROKE UP, I'VE BEEN LIKE A MAN IN A TRANCE!
THE MORE I TRY TO FORGET HER, THE MORE SHE'S WITH ME--- EVERY HOUR--- EVERY MINUTE!
A THOUSAND TIMES A DAY I WANT TO PHONE HER--- TO RUSH TO HER SIDE---

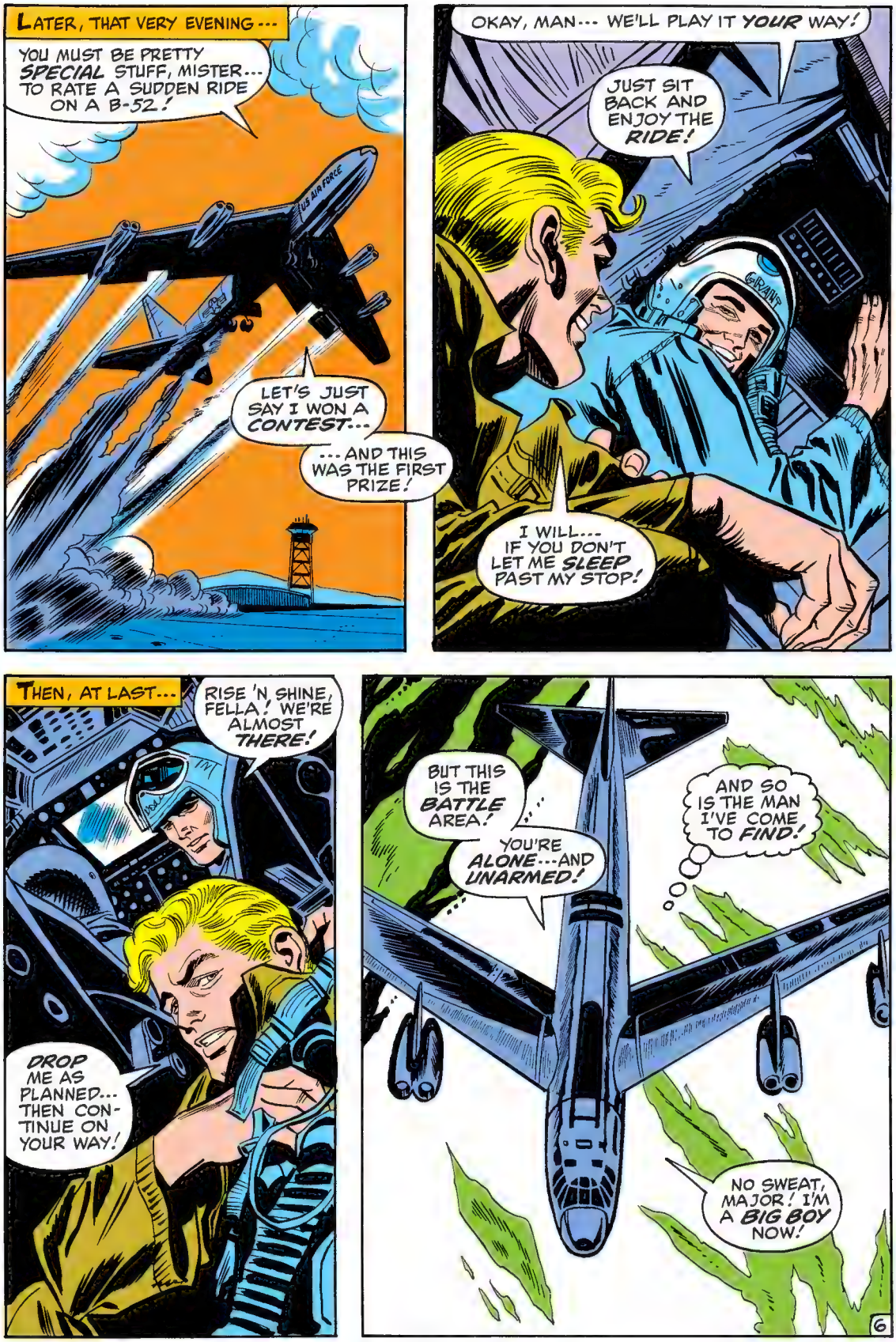
BUT I MUSTN'T! NOT AFTER SHE LIED TO ME--- NOT WHEN I KNOW I COULD NEVER TRUST HER AGAIN!*
*AS WE SAW LAST ISH, CAP DOESN'T KNOW SHARON BROKE HER WORD ONLY TO SAVE HIM! --- STAN.


IF I HAD A JOB.. OR FRIENDS... OR ANY SORT OF SOCIAL LIFE--- MAYBE I COULD TAKE THE LOSS---
BUT THE LIFE I LEAD--- THE LONELINESS... GIVE ME TOO MUCH TIME TO THINK--- TO REMEMBER---
2.


WHEREVER I LOOK--- I SEEM TO SEE HER!
EVEN IN THE SILENCE--- I HEAR HER VOICE... AS THOUGH SHE'S CALLING ME!
I'VE GOT TO STOP... MUST SNAP OUT OF IT... BEFORE I CRACK!
IT'S TIME FOR THE SIX O'CLOCK NEWS!
MAYBE THAT'LL HELP TO GET MY MIND OFF SHARON!
HOW CAN MY OWN PROBLEMS SEEM SO BIG WHEN THE WHOLE WORLD'S IN SUCH A MESS?
--- IT HAS JUST BEEN LEARNED THAT DR. ROBERT HOSKINS IS MISSING IN VIET NAM!
CLICK!
OFF VOL
3.

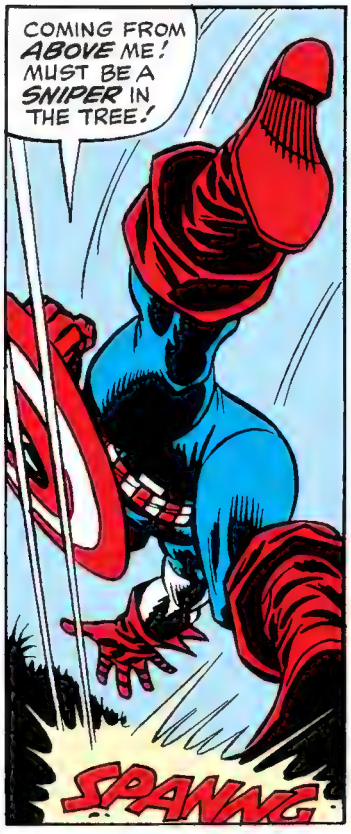

DR. HOSKINS.. THE PEACE-MAKER! IT.. IT CAN'T BE!
HE WENT TO HELP THE SICK... THE WOUNDED OF BOTH SIDES!
HOW COULD ANYONE HARM A MAN LIKE HIM?!!
EACH SIDE BLAMES THE OTHER FOR THE DOCTOR'S DISAPPEARANCE!
OKAY, ROGERS... THIS IS IT!
I'VE BEEN WAITING FOR A CAUSE I COULD SINK MY TEETH INTO!
--- AND IT LOOKS AS THOUGH FATE JUST HANDED ME ONE--- RIGHT ON A SILVER PLATTER!
DR. HOSKINS WAS A SYMBOL --- A FIGHTER FOR PEACE IN A LAND AT WAR! A HEALER, AMIDST THE CARNAGE AND THE PAIN!
IF HE ISN'T FOUND, THEN BOTH SIDES MAY USE HIS DISAPPEARANCE AS AN EXCUSE TO INTENSIFY THE FIGHTING!
PAIN
4

THE FIRST THING I'LL NEED IS CLEARANCE FROM THE STATE DEPARTMENT!
...AND MY AVENGERS I.D. IS JUST THE THING TO GET IT FOR ME!
I GUESS IT'S ONLY NATURAL THAT I'D THINK OF USING THIS CARD BEFORE MY SHIELD I.D.!
THINKING OF SHIELD WOULD ONLY SERVE TO REMIND ME OF-- SHARON!
AVENGERS IDENTIF
This is to
Steve
ember in good
fully entitled
unities that
ALLOW ME TO TAKE YOUR BAG, SIR!
SORRY! THIS DOESN'T LEAVE MY HAND TILL I REACH VIET NAM!
CONSIDERING MY COSTUME ...AND MY MASK ARE INSIDE!
EVERYTHING SEEMS TO BE IN ORDER, ROGERS!
THEN I'D LIKE TO LEAVE AS SOON AS POSSIBLE, SIR!
I'LL HAVE YOU ON THE NEXT PLANE, MY BOY!
FINDING DR. HOSKINS IS A TOP PRIORITY MISSION!
...EVEN THOUGH THE ODDS WILL BE AGAINST YOU!
5

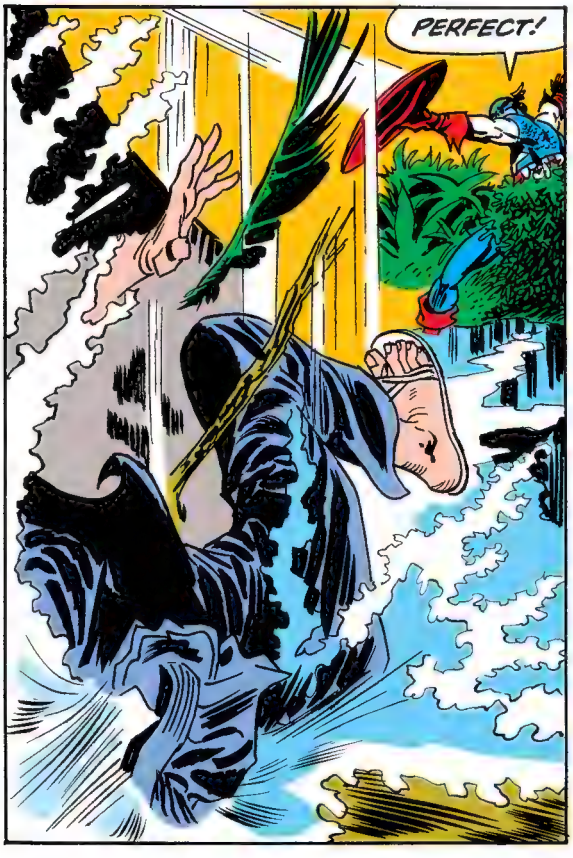

LATER, THAT VERY EVENING ---
YOU MUST BE PRETTY SPECIAL STUFF, MISTER... TO RATE A SUDDEN RIDE ON A B-52!
U.S. AIR FORCE
LET'S JUST SAY I WON A CONTEST...
...AND THIS WAS THE FIRST PRIZE!
OKAY, MAN--- WE'LL PLAY IT YOUR WAY!
JUST SIT BACK AND ENJOY THE RIDE!
GRANT
I WILL--- IF YOU DON'T LET ME SLEEP PAST MY STOP!
THEN, AT LAST...
RISE 'N SHINE, FELLA! WE'RE ALMOST THERE!
DROP ME AS PLANNED... THEN CONTINUE ON YOUR WAY!
BUT THIS IS THE BATTLE AREA!
YOU'RE ALONE---AND UNARMED!
AND SO IS THE MAN I'VE COME TO FIND!
NO SWEAT, MAJOR! I'M A BIG BOY NOW!
6

MEANWHILE, IN THE RAVAGED LAND BELOW... THE PROPAGANDA INCREASES---
WE MUST AVENGE THE LOSS OF THE SAINTLY DR. HOSKINS!
THE ENEMY MUST PAY FOR WHAT HE HAS DONE!
THEY CLAIM IT WAS WE WHO CAPTURED HIM--- BUT THEY LIE! THEY LIE!
THEY WILL PAY FOR THAT LIE--- WITH THEIR LIVES!
WHILE, IN THE OTHER CAMP...
DR. HOSKINS CARED NOTHING ABOUT WHICH FLAG WE SERVE! HE WAS FRIEND--- AND HEALER---TO ALL!
YET, NOW HE IS GONE--- AND THEY DARE ACCUSE US OF SLAYING HIM!
FOR THAT, WE WILL FIGHT THEM--- AS NEVER BEFORE!
AND SO THE BATTLES CONTINUE TO RAGE...
BUROOM!
7.

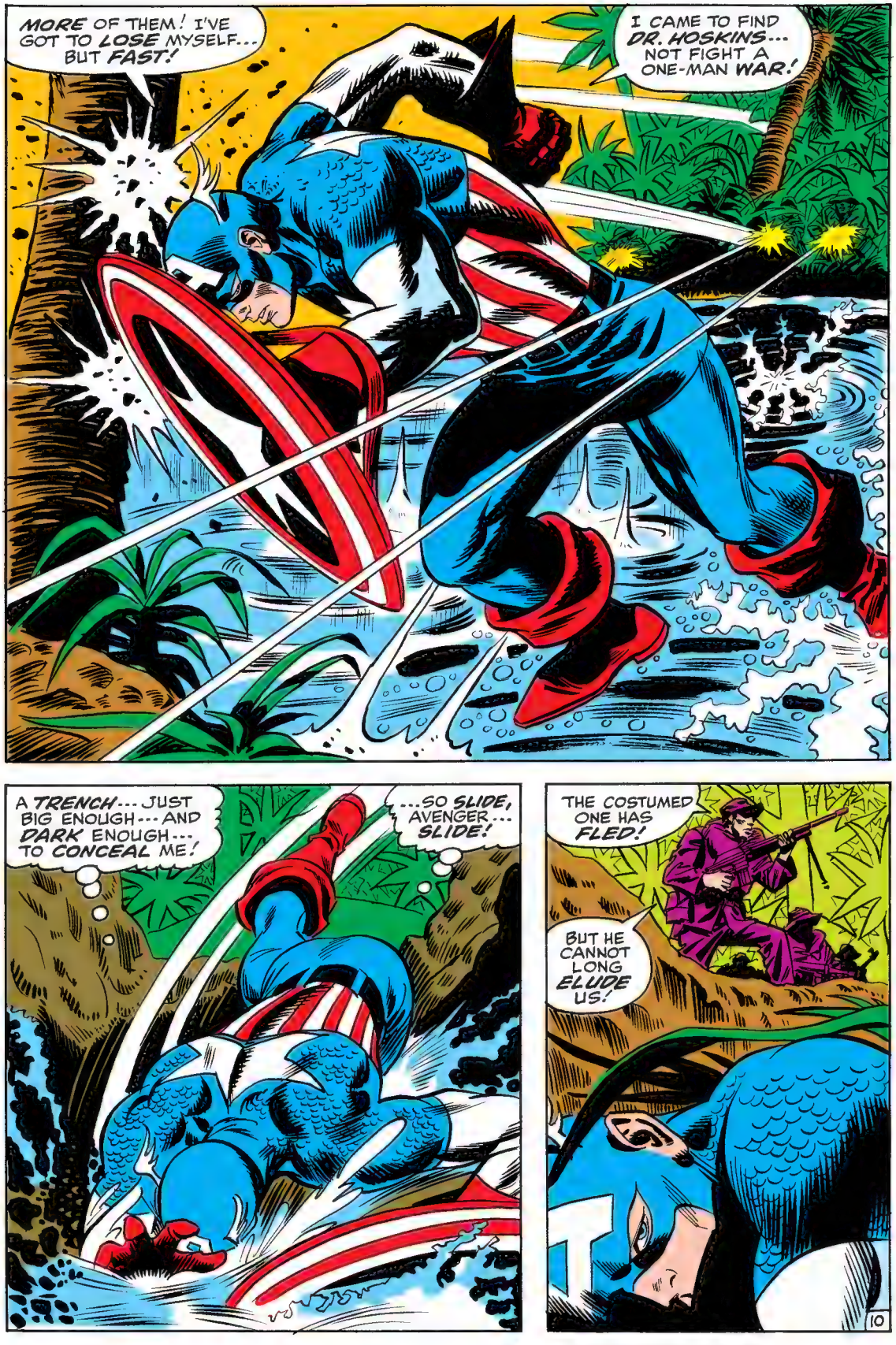
...EACH SIDE FIGHTING WITH RENEWED VIGOR ...RENEWED FANATICISM...
...ENFLAMED BY A SINGLE SYMBOL... THE MISSING DR. HOSKINS...
BUT SUDDENLY, SILENTLY, A NEW, COLORFULLY GARBED, BATTLE-WARY FIGURE ENTERS THE FRAY...
NO TRACE OF HOSKINS YET!
NOTHING... BUT THE SENSELESS SOUND OF BATTLE ...AND THE ENDLESS TOLL OF INJURY... AND DEATH!
HOSKINS' FATE HAS ACTED LIKE A SPARK... IGNITING A SPENT AND SUFFERING LAND!
BUT WHAT IF HE SHOULD BE ALIVE?
WHAT IF... BY SOME MIRACLE ...I SHOULD FIND HIM?
SPAK!
SPAK!
GUNFIRE! I'VE BEEN SIGHTED!


COMING FROM ABOVE ME! MUST BE A SNIPER IN THE TREE!
SPANG

I WAS RIGHT! HE PROBABLY HAD ORDERS TO SHOOT ANYTHING THAT MOVES!
HOPE I GAVE MY SHIELD ENOUGH OF A BOOMERANG TWIST---
IT WON'T BE SAFE TO GO SEARCH-ING FOR IT OUT THERE!


PERFECT!

BEHOLD! A COSTUMED ONE!
NOW, BY THE TIME HE RECOVERS, I'LL BE GONE!
THEY SEEK TO CONFUSE US BY DONNING UNFAMILIAR GARB!
BUT THEY SHALL NOT SUCCEED!

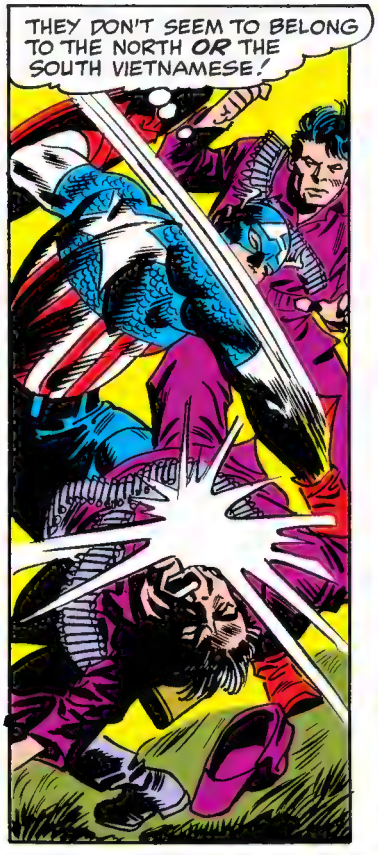

MORE OF THEM! I'VE GOT TO LOSE MYSELF... BUT FAST!
I CAME TO FIND DR. HOSKINS... NOT FIGHT A ONE-MAN WAR!
A TRENCH... JUST BIG ENOUGH... AND DARK ENOUGH... TO CONCEAL ME!
...SO SLIDE, AVENGER... SLIDE!
THE COSTUMED ONE HAS FLED!
BUT HE CANNOT LONG ELUDE US!
10

MOVE ON!
WE WILL SEARCH ELSE-WHERE!
IT WAS A MISTAKE TO WEAR MY COSTUME!
IT STANDS OUT LIKE A BEACON HERE!
BUT, IT'S TOO LATE TO CHANGE THAT NOW!
I'VE STILL GOT A JOB TO DO!
THIS IS THE AREA IN WHICH DR. HOSKINS WAS LAST SEEN!
SOMEWHERE... SOMEHOW... THERE MUST BE A CLUE TO HIS FATE...
AND, IF THERE IS... I'VE GOT TO FIND IT!
MY BIGGEST PROBLEM IS... I DON'T REALLY KNOW THE TERRAIN!
BUT, PERHAPS IT'S JUST AS WELL! MAYBE IF I KNEW WHAT LIES AHEAD... I'D BE TEMPTED TO TURN BACK!

A THIN WIRE... TAUTLY STRETCHED IN THE UNDERBRUSH IN FRONT OF ME!
CRUDE AS IT IS... I'LL PRETEND NOT TO SEE IT!
IT MAY BE MY TICKET TO THE MAN I'M AFTER!

I WAS RIGHT! THEY THINK I BLUNDERED INTO THEIR TRAP!
12

BUT... THEIR UNIFORMS... THEY'RE DIFFERENT FROM ANY I'VE YET SEEN!


THEY DON'T SEEM TO BELONG TO THE NORTH OR THE SOUTH VIETNAMESE!

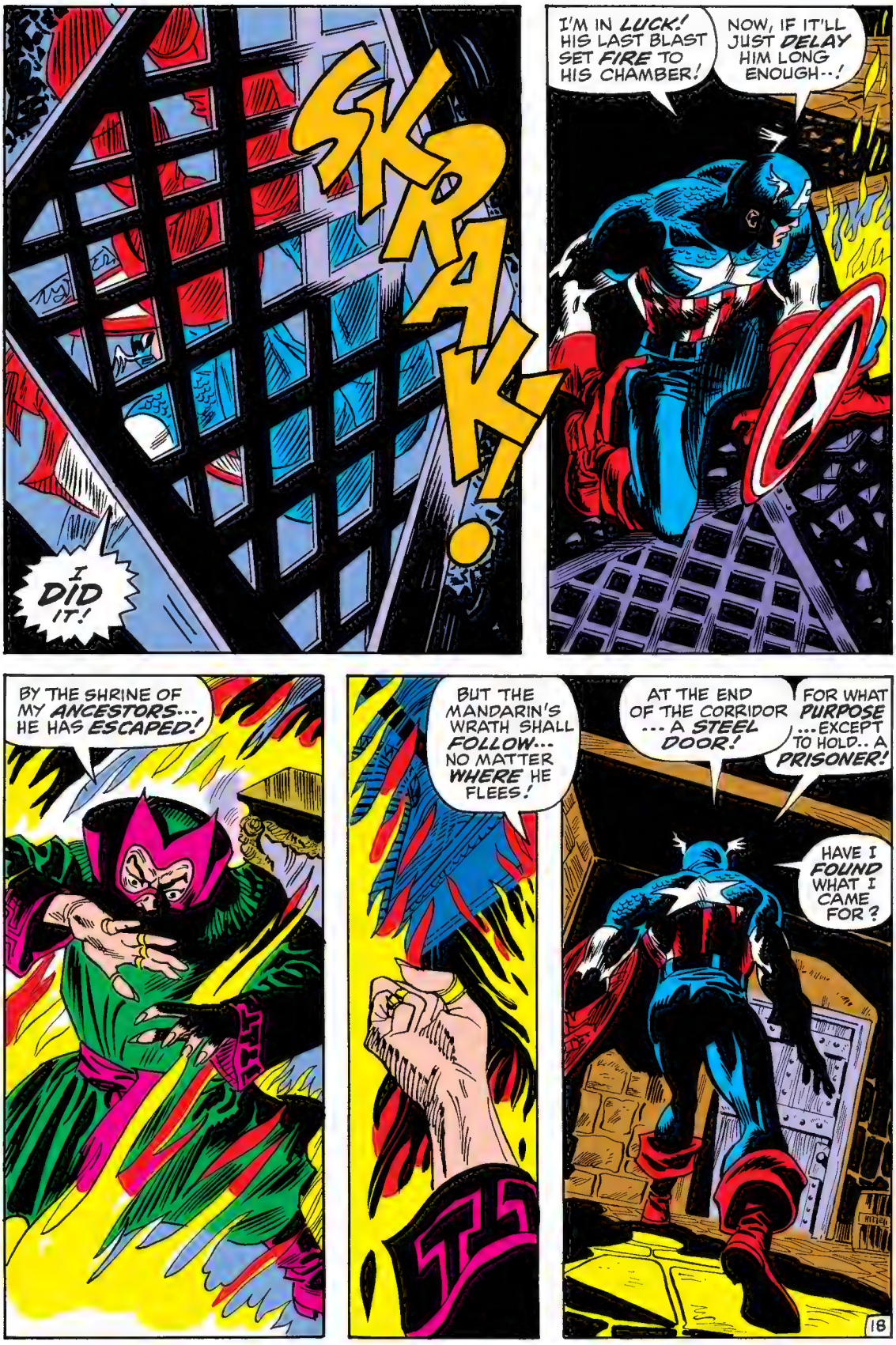
WHAT DOES IT MEAN? WHO CAN THEY BE?
THERE'S ONLY ONE WAY TO FIND OUT...
13

NO MATTER WHAT THE RISK··· NO MATTER THE CONSEQUENCE···
I'VE GOT TO LET THEM··· CAPTURE ME!
AND SO···
HE IS OURS!
WE MUST TAKE HIM TO··· THE MASTER!
THE MASTER WILL BE PLEASED AT WHAT WE HAVE DONE!
I PRAY HE WILL BE AS GENEROUS IN HIS GRATITUDE AS HE IS MERCILESS IN HIS WRATH!
HE MOST SURELY OBSERVES US.. EVEN NOW!
AND, DEEP WITHIN HIS MOUNTAIN STRONGHOLD, WE FIND···
SO! CAPTAIN AMERICA HAS FALLEN TO THE FORCES OF·· THE MANDARIN!
CAN IT BE THAT THE ACCURSED AVENGERS ··· HALF A WORLD AWAY ··· ARE PRIVY TO MY PLAN??
NO MATTER! NOT EVEN HE WHO CARRIES THE SHIELD CAN NOW UNDO WHAT HAS BEEN DONE!
LET THE PRISONER BE BROUGHT TO ME··· AT ONCE!

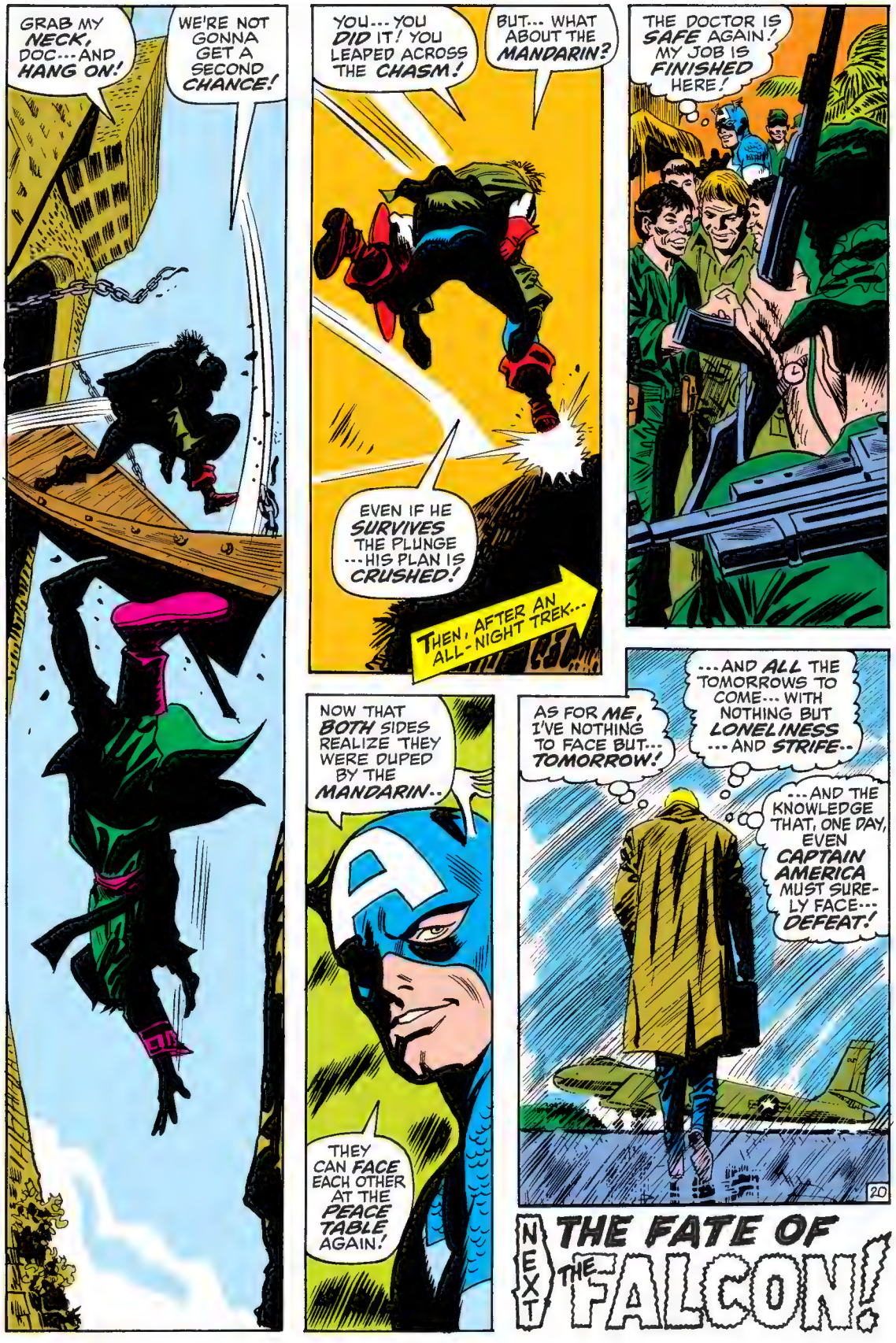
THE MANDARIN!!
THEN-- IT WAS YOU WHO---
QUITE CORRECT, DOOMED ONE!
'TIS I WHO HAVE CAPTURED YOUR DR. HOSKINS!
FOR, I WISH TO HAVE NO PEACE IN ASIA--- UNTIL THE EAST AND WEST HAVE DESTROYED EACH OTHER!
AND THEN--- IT IS THE MANDARIN WHO WILL COME FORTH--- TO RULE THOSE WHO SURVIVE THE HOLOCAUST!
THAT'S WHAT I HAD TO KNOW!
STOP HIM--- OR PERISH IN HIS STEAD!
HE SHALL NOT ESCAPE!
I'VE BEEN IN WORSE SPOTS THAN THIS BEFORE--- BUT I CAN'T REMEMBER WHEN!
IF I CAN JUST MOVE FAST ENOUGH TO--- OH NO!! MY BOOT--- PINNED TO THE FLOOR!
THWANG!
15

NOW··· IN THE NAME OF THE MANDARIN···
THAT'S IT, MISTER! JUST A LITTLE CLOSER..
ZINNG!
CAN'T LET THEM STOP ME NOW...
··· NOT TILL I REACH DOC HOSKINS!
THERE'S TOO MUCH AT STAKE FOR ME TO FAIL!
16

I HAD ENVISIONED A MORE LEISURELY DOOM FOR YOU...
BUT INSTEAD, YOU FORCE THE MANDARIN TO USE HIS MYSTIC POWER RINGS!
IF NOT FOR MY SHIELD--- THOSE DEADLY RAYS WOULD HAVE FINISHED ME!
BUT... I DON'T DARE STAND STILL!
BUT SOON, AVENGER--- THE SPARROW MUST FALL!
YOU FLUTTER ABOUT LIKE A FRIGHTENED SPARROW!
THAT METAL GRID ABOVE! IF I CAN SWING UP ON THIS DRAPE... AND HURL IT OPEN--!!
I MUST... BEFORE HE CAN USE HIS RING AGAIN!
17.


SKRAK!
I DID IT!
I'M IN LUCK! HIS LAST BLAST SET FIRE TO HIS CHAMBER!
NOW, IF IT'LL JUST DELAY HIM LONG ENOUGH--!
BY THE SHRINE OF MY ANCESTORS... HE HAS ESCAPED!
BUT THE MANDARIN'S WRATH SHALL FOLLOW... NO MATTER WHERE HE FLEES!
AT THE END OF THE CORRIDOR --- A STEEL DOOR!
FOR WHAT PURPOSE ...EXCEPT TO HOLD.. A PRISONER!
HAVE I FOUND WHAT I CAME FOR?

DR. HOSKINS... IF YOU'RE IN THERE... SPEAK UP! THIS IS... A FRIEND!
A FRIEND? IN THIS GOD-FORESAKEN PLACE? WHO? HOW?
THAT'S ALL I HAD TO KNOW!
DON'T TALK ANY MORE... SAVE YOUR STRENGTH!
MOVE BACK ... AWAY FROM THE DOOR!
THIS BARREL OF GUNPOWDER IS WHAT I NEED!
BLAMM!
FOOLS! DID YOU THINK ESCAPE WOULD BE SO SIMPLE??
IT'S THE MANDARIN... WAITING AT THE DRAWBRIDGE!
COVER YOUR EYES! LEAVE HIM TO ME!
MY RING WILL STOP YOU NOW... FOREVER!
NOT IF I CAN TILT MY SHIELD... AT JUST THE RIGHT ANGLE... TO BOUNCE THOSE RAYS BACK... TOWARDS THE DRAWBRIDGE CHAIN!
SKLAK!
NOOOOO!


GRAB MY NECK, DOC--- AND HANG ON!
WE'RE NOT GONNA GET A SECOND CHANCE!
YOU--- YOU DID IT! YOU LEAPED ACROSS THE CHASM!
BUT--- WHAT ABOUT THE MANDARIN?
EVEN IF HE SURVIVES THE PLUNGE ---HIS PLAN IS CRUSHED!
THEN, AFTER AN ALL-NIGHT TREK...
THE DOCTOR IS SAFE AGAIN! MY JOB IS FINISHED HERE!
NOW THAT BOTH SIDES REALIZE THEY WERE DUPED BY THE MANDARIN..
THEY CAN FACE EACH OTHER AT THE PEACE TABLE AGAIN!
AS FOR ME, I'VE NOTHING TO FACE BUT... TOMORROW!
...AND ALL THE TOMORROWS TO COME--- WITH NOTHING BUT LONELINESS ---AND STRIFE..
...AND THE KNOWLEDGE THAT, ONE DAY, EVEN CAPTAIN AMERICA MUST SURE-LY FACE--- DEFEAT!
20
NEXT THE FATE OF THE FALCON!

CAPT. AMERICA
15¢
126
JUNE
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
CAPTAIN AMERICA
INTRODUCING: THE DIABOLICAL DIAMOND HEAD!
THE FALCON RETURNS!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™
THE FATE OF... THE FALCON!
INTRODUCING: THE DIABOLICAL, DEADLY DIAMOND HEAD!
HAVING JUST RETURNED FROM LAST MONTH'S ADVENTURE IN VIET NAM, CAPTAIN AMERICA SEARCHES THE STREETS OF HARLEM, SEEKING HIS OLD FRIEND, THE FALCON... ONLY TO LEARN...
... THE POLICE HAVE CORDONED OFF THE ENTIRE AREA! THE FALCON IS TRAPPED!
AIN'T NOTHIN' GONNA SAVE THAT BROTHER NOW!
SCRIPT and ART by: STAN LEE and GENE COLAN
EMBELLISHMENT: FRANK GIACOIA
LETTERING: SAM ROSEN
PANASONIC

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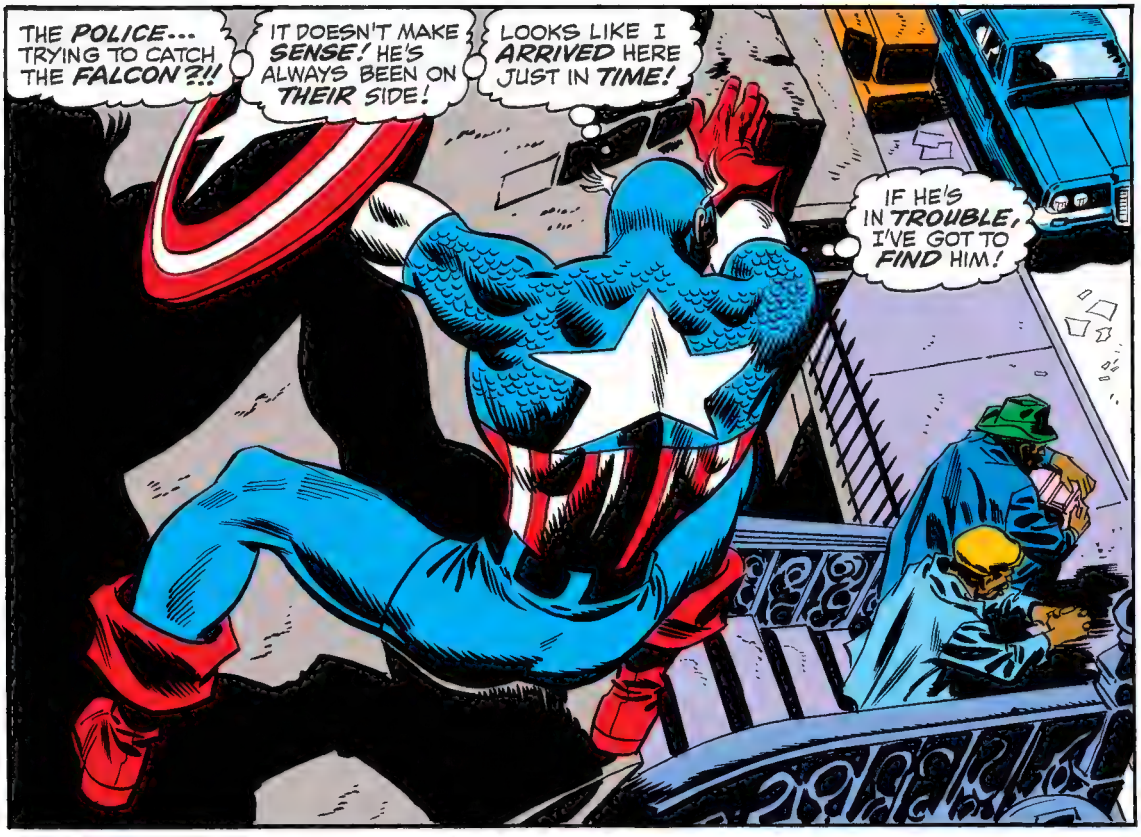
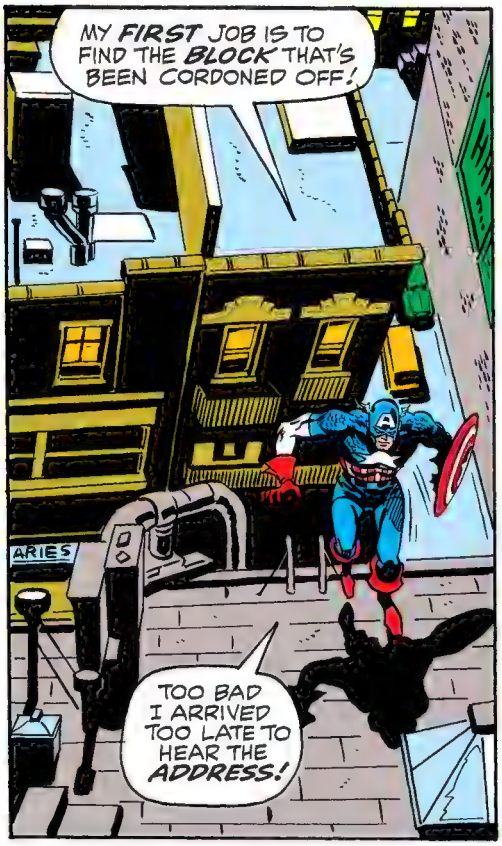
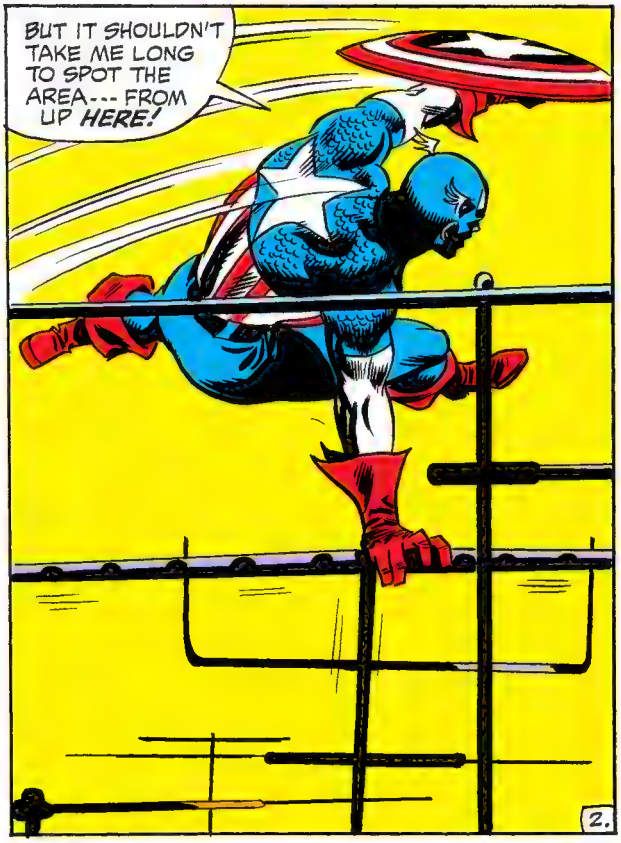

THE POLICE... TRYING TO CATCH THE FALCON?!!
IT DOESN'T MAKE SENSE! HE'S ALWAYS BEEN ON THEIR SIDE!
LOOKS LIKE I ARRIVED HERE JUST IN TIME!
IF HE'S IN TROUBLE, I'VE GOT TO FIND HIM!

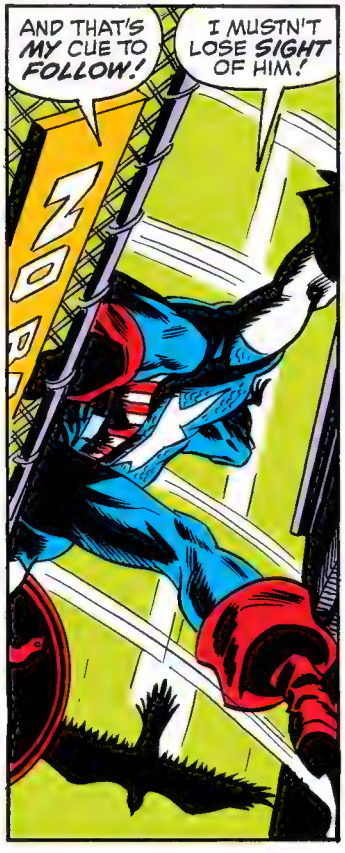

MY FIRST JOB IS TO FIND THE BLOCK THAT'S BEEN CORDONED OFF!
ARIES
TOO BAD I ARRIVED TOO LATE TO HEAR THE ADDRESS!


BUT IT SHOULDN'T TAKE ME LONG TO SPOT THE AREA--- FROM UP HERE!
2.

I'VE KNOWN THE FALCON... FOUGHT SIDE-BY-SIDE WITH HIM!
I'D HAVE TRUSTED HIM WITH MY LIFE!
WHAT COULD HAVE HAPPENED TO... WAIT!!
THERE IN THE SKY... COMING TOWARDS ME...

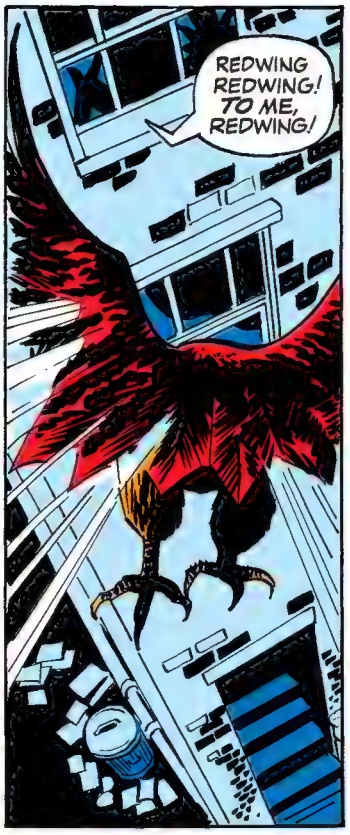
IT'S RED-WING!
AWK!
HE PAUSED... AS THOUGH HE REMEMBERS ME!

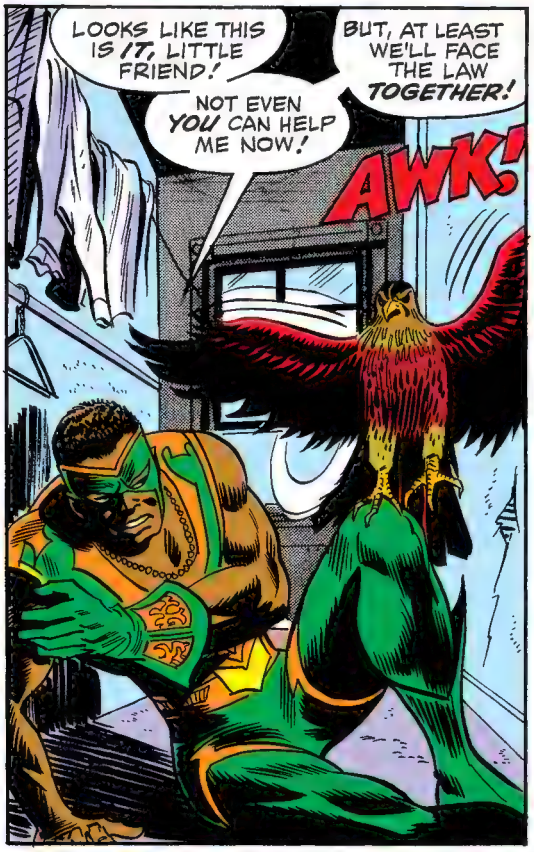
HE MUST BE HEADING FOR HIS MASTER!

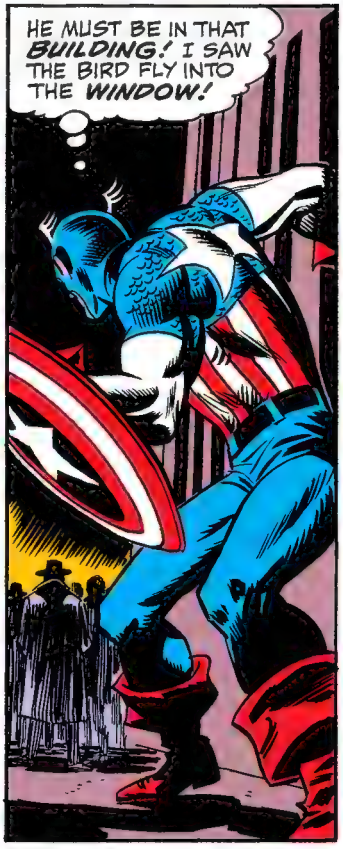

AND THAT'S MY CUE TO FOLLOW!
I MUSTN'T LOSE SIGHT OF HIM!

HEY, MAN! AIN'T THAT CAPTAIN AMERICA OUT THERE?
YEAH! WITH THE FALCON GETTIN' BUSTED, EVERYONE WANTS A PIECE'A THE ACTION!
3.

OKAY! OKAY! EVERYONE BACK! THIS AIN'T A SIDESHOW!
NO TELLIN' WHAT THE FALCON'LL DO... NOW THAT HE'S CORNERED!
ROOMS
JUNG
N.Y. POLICE DEPT.
WE DON'T WANT ANYONE GETTIN' HURT IF WE CAN HELP IT!


REDWING REDWING! TO ME, REDWING!

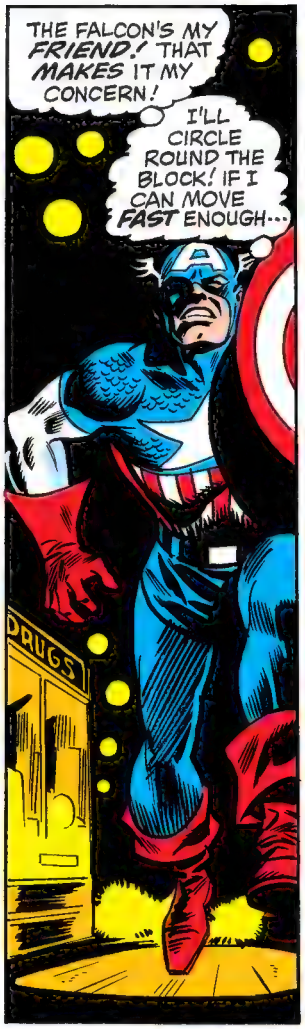

LOOKS LIKE THIS IS IT, LITTLE FRIEND!
BUT, AT LEAST WE'LL FACE THE LAW TOGETHER!
NOT EVEN YOU CAN HELP ME NOW!
AWK!

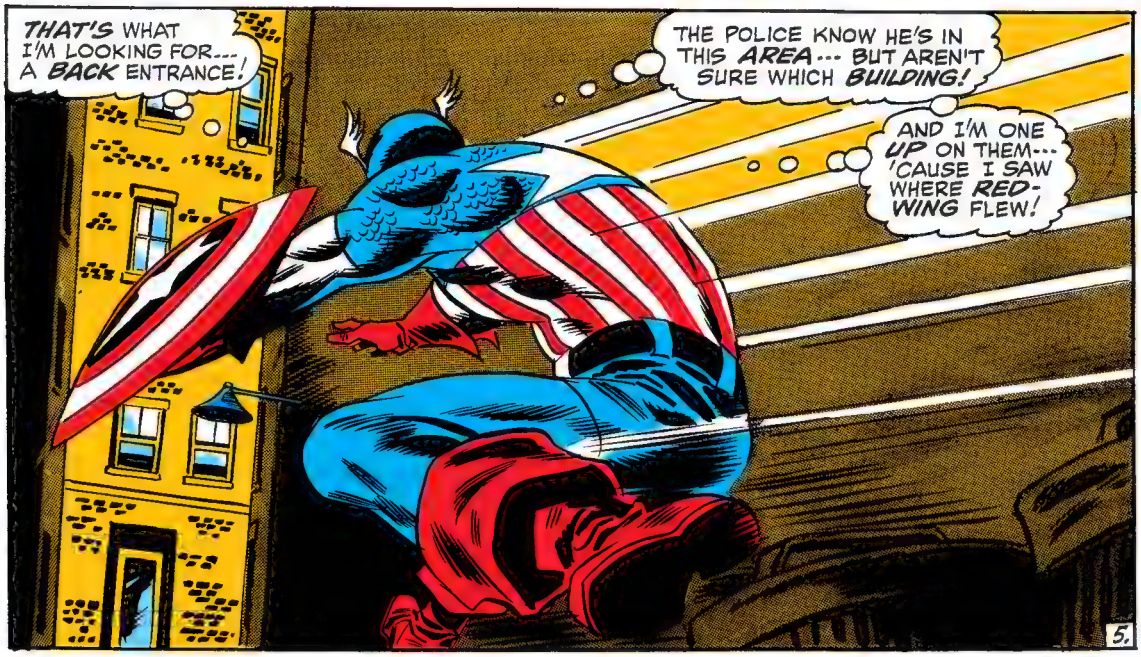

HE MUST BE IN THAT BUILDING! I SAW THE BIRD FLY INTO THE WINDOW!

NOW IT'S UP TO ME TO SLIP PAST THE CROWD... AND THE POLICE!
4

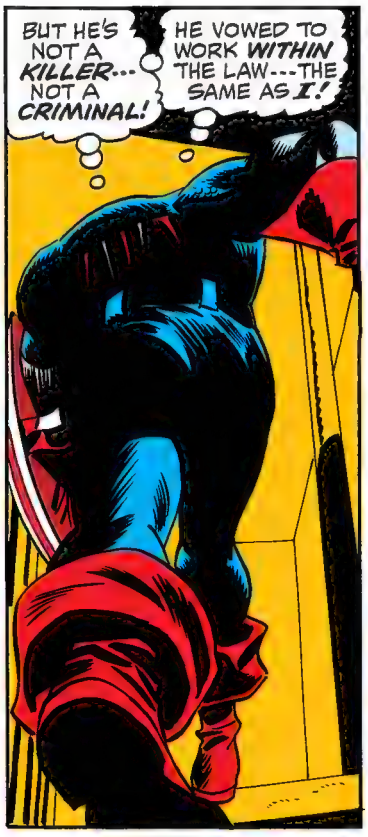
SHOE MAKER
SUPERMAR
UH OH! THEY SEE ME!
WELL, CAN'T STOP NOW!

HOLD IT THERE, MISTER! THIS IS A POLICE MATTER! IT'S NO CONCERN OF YOURS!

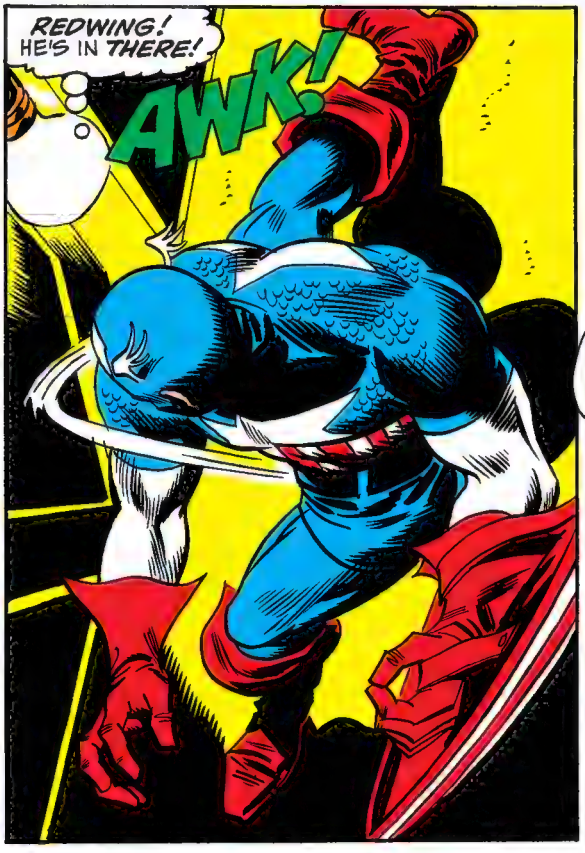

THE FALCON'S MY FRIEND! THAT MAKES IT MY CONCERN!
I'LL CIRCLE ROUND THE BLOCK! IF I CAN MOVE FAST ENOUGH...
DRUGS


THAT'S WHAT I'M LOOKING FOR--- A BACK ENTRANCE!
THE POLICE KNOW HE'S IN THIS AREA--- BUT AREN'T SURE WHICH BUILDING!
AND I'M ONE UP ON THEM--- 'CAUSE I SAW WHERE RED-WING FLEW!

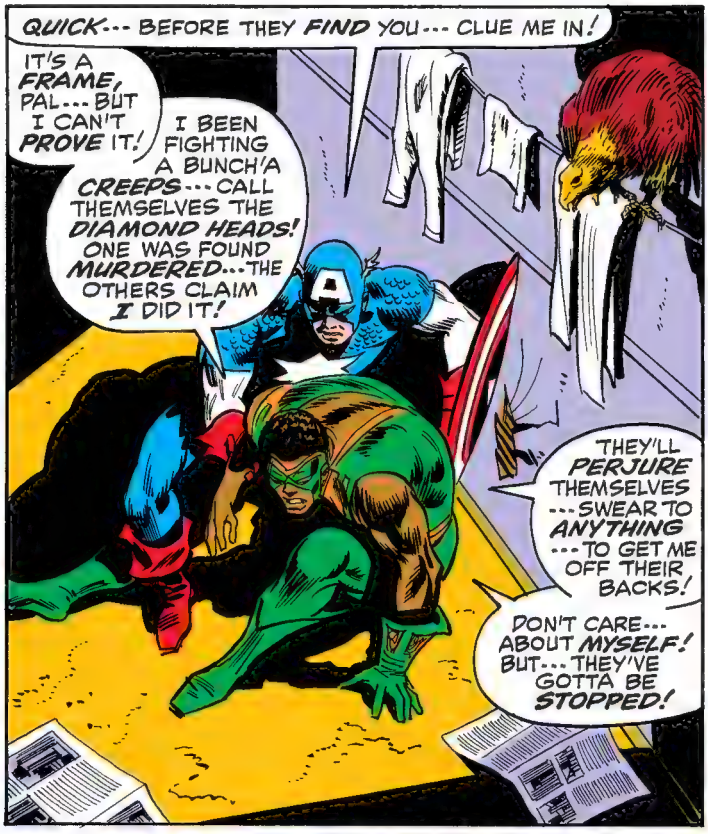
IT DOESN'T MAKE SENSE! I KNOW THE FALCON--- I KNOW WHAT MAKES HIM TICK!
HE DEDICATED HIS LIFE TO FIGHTING FOR JUSTICE... TO HELPING HIS PEOPLE--- AND ANYBODY WHO WAS OPPRESSED!


BUT HE'S NOT A KILLER... NOT A CRIMINAL!
HE VOWED TO WORK WITHIN THE LAW---THE SAME AS I!

AWK
FOOTSTEPS! THEY'RE COMIN' FOR ME!


REDWING! HE'S IN THERE!
AWK!

FALCON!! YOU--- YOU'RE HURT!
CAP!


QUICK--- BEFORE THEY FIND YOU--- CLUE ME IN!
IT'S A FRAME, PAL--- BUT I CAN'T PROVE IT!
I BEEN FIGHTING A BUNCH'A CREEPS--- CALL THEMSELVES THE DIAMOND HEADS! ONE WAS FOUND MURDERED--- THE OTHERS CLAIM I DID IT!
THEY'LL PERJURE THEMSELVES --- SWEAR TO ANYTHING --- TO GET ME OFF THEIR BACKS!
DON'T CARE--- ABOUT MYSELF! BUT--- THEY'VE GOTTA BE STOPPED!

YOU'VE DONE YOUR SHARE! NOW I'LL TAKE IT FROM HERE!
YOU MEAN--- YOU BELIEVE ME, CAP?
DON'T INSULT OUR FRIENDSHIP WITH A QUESTION LIKE THAT!
QUICKLY, NOW--- GET OUT OF THAT COSTUME!
I THINK I SEE WHAT YOU'VE GOT IN MIND!

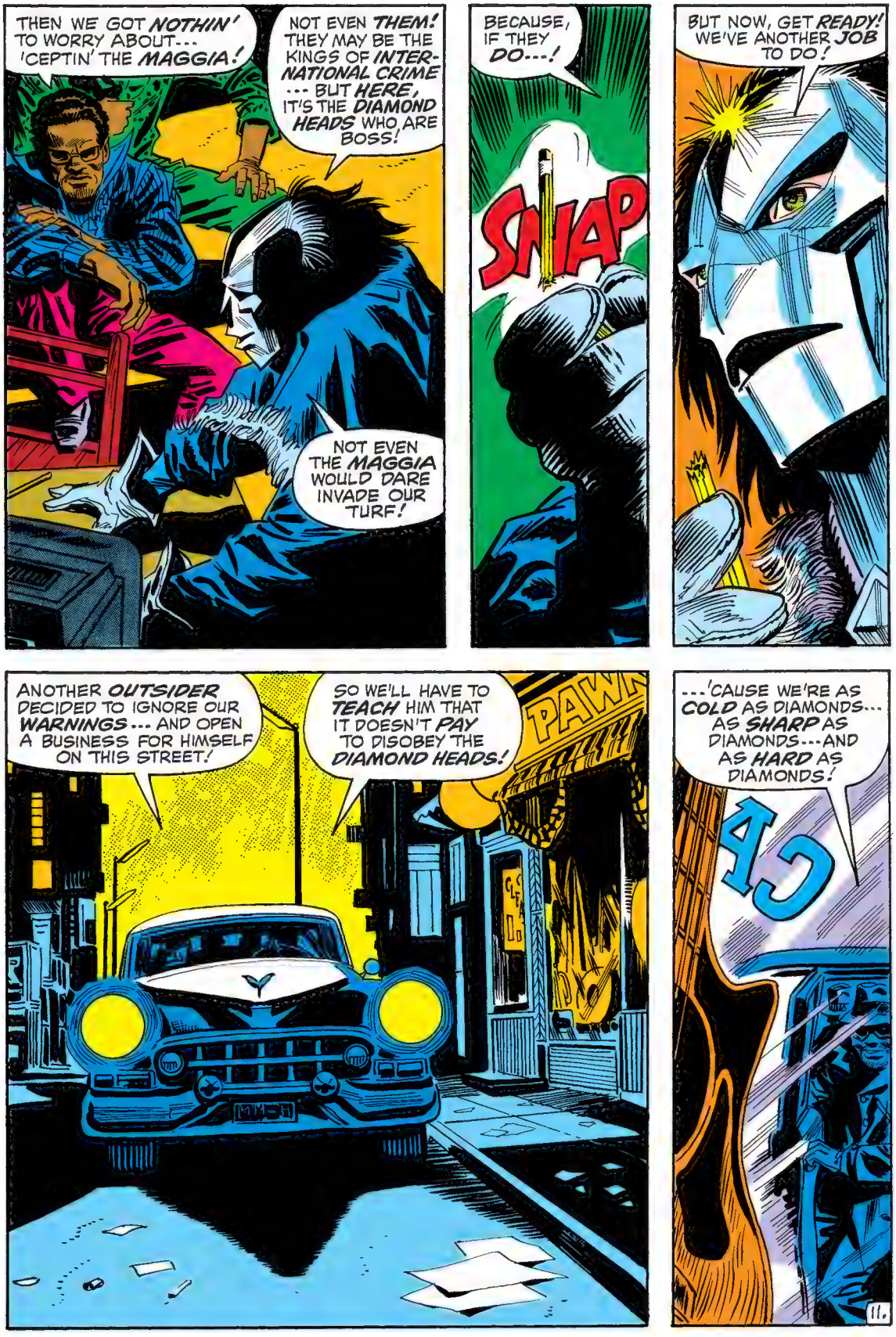
WE KNOW YOU'RE IN THERE, FALCON! COME OUT--- OR WE GO IN AFTER YOU!
NY

WHILE WE'RE CHANGING, TELL ME MORE ABOUT THE DIAMOND HEADS!
THEY'RE LIKE A BLACK VERSION OF THE KLAN! ALL THEY PREACH IS HATE WHITEY!
THEY'RE DANGEROUS FANATICS! THEY DON'T CARE WHO SUFFERS--- OR WHO GETS HURT!
THEY CAN SET OUR PROGRESS BACK A HUNDRED YEARS!
7.

THE BLACK COMMUNITY FEARS THEM --- BUT SEEMS POWERLESS AGAINST THEM!
THAT'S WHY I'VE BEEN FIGHTING THEM! THAT'S WHY THEY'RE OUT TO FRAME ME!
TIME'S UP, FALCON! ARE YOU COMIN' OUT?
OKAY! OKAY! YOU WIN! I KNOW WHEN I'M LICKED!
THIS IS CAPTAIN AMERICA! I TALKED HIM INTO GIVING UP!
BUT FIRST, HE'LL RELEASE A FELLA HE'S BEEN HOLDING HOSTAGE!
THIS HAS TO WORK! THEY WON'T SUSPECT IT'S ME, WITHOUT MY COSTUME!
DON'T SHOOT! DON'T SHOOT! CAPTAIN AMERICA SAID THE FALCON WILL BE COMING RIGHT OUT!
OKAY, MISTER... TAKE OFF! YOU'RE LUCKY TO BE OUTTA THERE!
CAP MADE IT! NOW, I'LL LET REDWING TAKE OFF WITH MY FALCON COSTUME!
THEN I'LL DUCK OUT RIGHT PAST THEM... DRESSED AS CAPTAIN AMERICA!

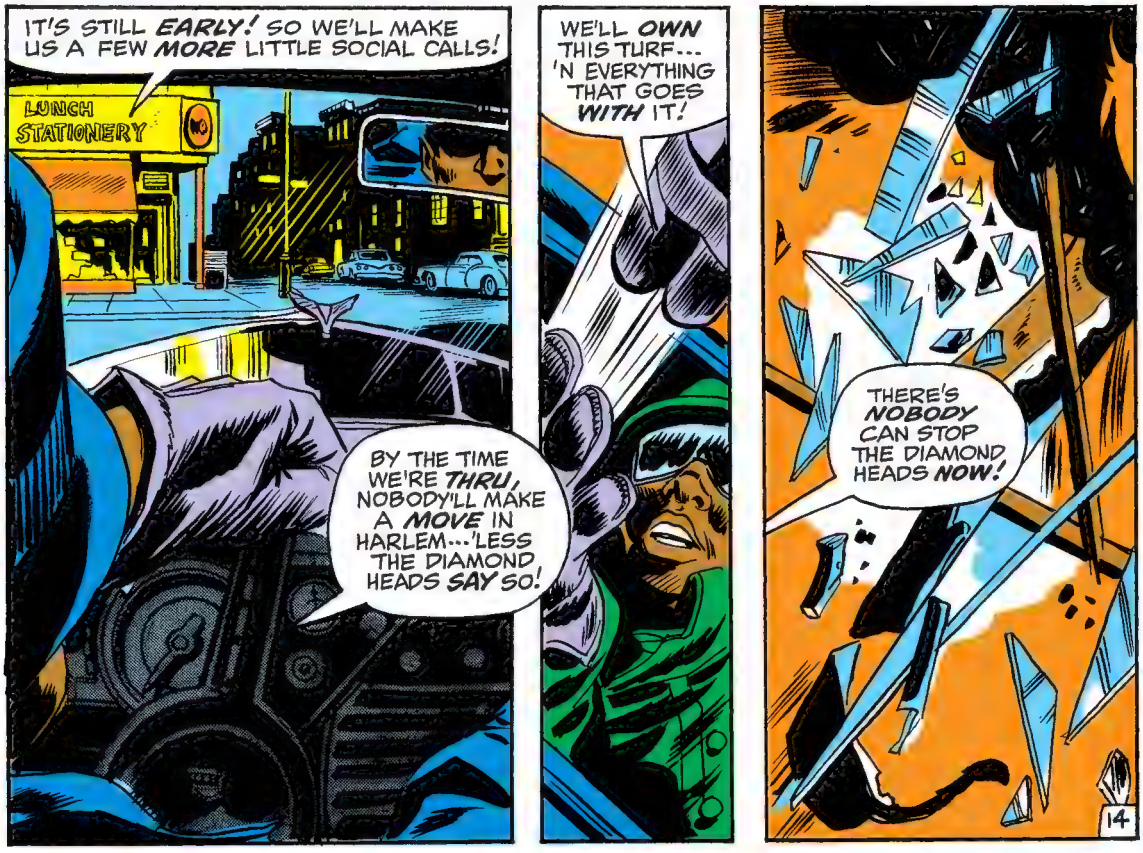
LOOK! ISN'T THAT HIS HAWK... CARRYING OFF A PACKAGE?
RELAX, PAL! WE'RE NOT PAID TO SLAP THE CUFFS ON BIRDS!
THERE GOES C.A.! ...GUESS THE FALCON'LL BE COMIN' OUT NEXT!
SOME HOT SHOT! HE'S RUNNIN' LIKE A GUY WHO GOT CAUGHT ROBBIN' A COOKIE JAR!
CLEANER
MEANWHILE, AMONG THE VIEWERS WATCHING ON TV---
WHAT GIVES? THE FALCON STILL AIN'T COME OUT YET!
HE CAN'T GET AWAY! THE FUZZ JUST WENT IN AFTER 'IM!
BUT NOTHIN'S HAPPENIN'! WHAT IF HE TRICKED 'EM?
I DON'T LIKE IT! I THOUGHT WE HAD THAT CAT SEWED UP!
9

FOOLS! CAN'T YOU SEE THAT CAPTAIN AMERICA ENABLED HIM TO ESCAPE?
BUT, SO WHAT? IT'S ONLY A MINOR SETBACK IN OUR MASTER PLAN!
THE POLICE ARE MYSTIFIED! THE FALCON SEEMS TO HAVE ELUDED THEM SOMEHOW!
WE'VE MADE A FUGITIVE OF THE FALCON--- WE'VE GOT HIM ON THE RUN!
THE IMPORTANT THING IS--- HE CAN'T INTERFERE WITH US ANYMORE!


THEN WE GOT NOTHIN' TO WORRY ABOUT--- 'CEPTIN' THE MAGGIA!
NOT EVEN THEM! THEY MAY BE THE KINGS OF INTERNATIONAL CRIME --- BUT HERE, IT'S THE DIAMOND HEADS WHO ARE BOSS!
NOT EVEN THE MAGGIA WOULD DARE INVADE OUR TURF!
BECAUSE, IF THEY DO---!
SNAP
BUT NOW, GET READY! WE'VE ANOTHER JOB TO DO!
ANOTHER OUTSIDER DECIDED TO IGNORE OUR WARNINGS... AND OPEN A BUSINESS FOR HIMSELF ON THIS STREET!
SO WE'LL HAVE TO TEACH HIM THAT IT DOESN'T PAY TO DISOBEY THE DIAMOND HEADS!
PAWN
---'CAUSE WE'RE AS COLD AS DIAMONDS... AS SHARP AS DIAMONDS---AND AS HARD AS DIAMONDS!
CA
11.

HEY, MAN... DIDN'T WE WARN YA THAT THIS WAS OUR TERRITORY!
BUT... I'M PAYING GOOD RENT... TO ONE OF YOUR OWN PEOPLE... WHO NEEDS THE MONEY!
HOW CAN YOU BRING PROSPERITY ... TO YOUR NEIGHBORHOOD... IF YOU KEEP BUSINESS OUT??
NO CREDIT TODAY
HE THINKS HE'S REAL SMART, DON'T HE?
YEAH! LET'S SHOW 'IM HOW SMART HE IS!
YOU... DON'T EVEN CARE... ABOUT YOUR OWN PEOPLE!
12
SURE WE CARE, MAN!
WE DON'T WANT 'EM TO BUY DAMAGED GOODS!
KRAK!
SPINNG!
'SIDES, YOU DIDN'T PAY US THE PROTECTION BREAD WE ASKED FOR!
13

KNOW SOMETHIN'? IT AIN'T SAFE TO WORK IN A JOINT LIKE THIS!
YA NEVER KNOW WHEN THE MAGGIA'LL COME BUSTIN' IN ON YA!
'N WE WOULDN'T WANT A THING LIKE THAT TA HAPPEN, WOULD WE?
ALL RIGHT... ALL RIGHT! YOU WIN! I--I'LL GO! I'LL GO!
AND BE SURE YA DON'T COME BACK!


IT'S STILL EARLY! SO WE'LL MAKE US A FEW MORE LITTLE SOCIAL CALLS!
LUNCH
STATIONERY
BY THE TIME WE'RE THRU, NOBODY'LL MAKE A MOVE IN HARLEM...'LESS THE DIAMOND HEADS SAY SO!
WE'LL OWN THIS TURF... 'N EVERYTHING THAT GOES WITH IT!
THERE'S NOBODY CAN STOP THE DIAMOND HEADS NOW!
14

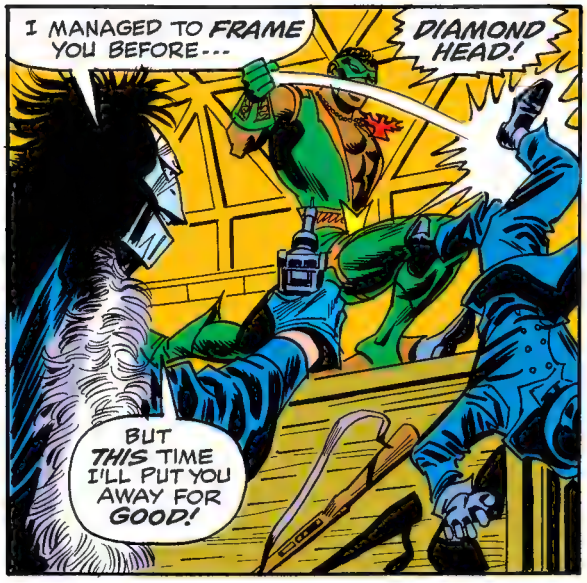
MEANWHILE---
THE DIAMOND HEADS ARE AT IT AGAIN, CAP!
WHO'S THEIR LEADER? WHO'S BEHIND THE GANG?
I DUNNO! THAT'S WHAT I WAS TRYIN' TO FIND OUT!
THAT'S WHY THEY FRAMED ME! I MUSTA BEEN GETTIN' TOO CLOSE!
TURN DOWN THE TV! I'VE GOT A HUNCH!
GIVE ME A LIST OF ALL THE NEW BUSINESSES THAT HAVE OPENED HERE RECENTLY!
I DIG WHAT YOU'RE GETTIN' AT, CAP!
IT WON'T TAKE LONG! THIS AIN'T EXACTLY A BOOM TOWN!
THE NEW WAREHOUSE IS THE BIGGEST OF THE LOT!
THAT MAKES IT THE MOST LIKELY TARGET!
I'M GOIN' WITH YOU, MAN!
NOT A CHANCE! YOU STAY PUT UNTIL THAT SHOULDER HEALS!
BESIDES, YOU'RE STILL WANTED, REMEMBER?
MINUTES LATER---
THE DRIVER OF THAT CAR--- ROCKY THE LYNX--- I'D KNOW HIM ANYWHERE!
HE'S ONE OF THE MAGGIA'S TOP LIEUTENANTS!
CAPTAIN AMERICA! WHAT'S HE DOING IN A PLACE LIKE THIS?
IS IT POSSIBLE THAT A GANG WAR IS BREWING?

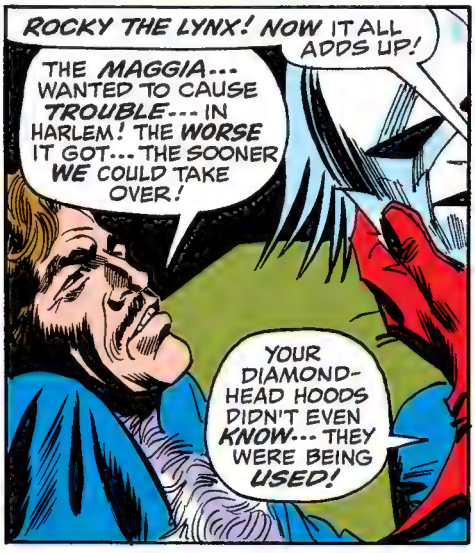
IT'S A GOOD THING I DROVE BY!
THE NEXT FEW MINUTES SHOULD PROVE VERY INTERESTING!
UPPLYS
THEY MUST BE EXPECTING TROUBLE! THEY'VE POSTED AN ARMED GUARD OUTSIDE!
NO! IT'S NOT A WAREHOUSE GUARD! THOSE GLASSES HE'S WEARING---HE'S A DIAMOND HEAD!
BUT THEN, SUDDENLY...
YOU'RE NOT GETTIN' A SECOND CHANCE TO LOUSE UP OUR PLANS!
FINISH 'IM! MAKE IT FAST... ---AND MAKE IT QUIET!
16

SORRY, FRIEND! I DON'T FINISH THAT EASY!
THOP!
POK!
...AND IF SNEAK ATTACKS HAPPEN TO BE YOUR BAG--
I'VE HAD A LITTLE EXPERIENCE IN THAT LINE MYSELF!
ZZIST!
FOOTSTEPS... BEHIND ME! HOW MANY MORE ARE... UNNHHH!
THIS TIME WE GOT YA!

C'MON IN, BIG MAN! WE WOULDN'T WANTCHA TO CATCH A COLD OUT THERE!
AFTER ALL, YER LIABLE TO RECOVER FROM A COLD!
HE'S GOT A GRIP... LIKE A STEEL VISE!
BUT I'VE GOT TO BREAK LOOSE!... I'VE GOT TO... GET FREE!
HEY!! WHA...?!!
YOU'VE GOT ALL THE MUSCLE YOU'LL EVER NEED, CHARLIE...
BUT THERE'S ANOTHER LITTLE THING... CALLED SKILL!
AND NEVER KNOCK IT IF YOU HAVEN'T GOT IT!
18

VERY IMPRESSIVE, CAPTAIN AMERICA!
BUT NOT EVEN SKILL CAN MAKE YOU BULLET PROOF!
KRAK! KRAK!
AND, IN CASE HE DOESN'T GET THE POINT...
SHOW HIM!
THESE WOODEN CRATES CAN'T SHIELD ME MUCH LONGER!
WHATEVER I DO... IT BETTER BE FAST!
WHATCHA TRYIN' TO DO, BOYS... WAKE UP THE WHOLE NEIGHBORHOOD?
I ALWAYS DID HATE TO MISS OUT ON A PARTY!
THE FALCON!
BONK!
LOOK OUT... BEHIND YOU!
COOL IT, CAP! I JUST TAKE 'EM AS THEY COME!
YOU DIDN'T THINK I'D LET MY BUDDY HAVE ALL THE FUN, DIDJA?
OKAY! SO DON'T ANSWER!




ROCKY THE LYNX! NOW IT ALL ADDS UP!
THE MAGGIA--- WANTED TO CAUSE TROUBLE--- IN HARLEM! THE WORSE IT GOT--- THE SOONER WE COULD TAKE OVER!
YOUR DIAMOND-HEAD HOODS DIDN'T EVEN KNOW--- THEY WERE BEING USED!

SO LONG AS THERE'S TRAGEDY... AND NEED... AND INJUSTICE AMONG MY PEOPLE--- THIS IS WHERE THE FALCON BELONGS!
KNOW SOMETHING, AMIGO? THAT'S JUST WHAT I FIGURED YOU'D SAY!

NEXT **CAP TURNS TRAITOR!**

CAPT. AMERICA
15¢
127
JULY
MARVEL COMICS GROUP
CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
EVEN IF I WIN, I LOSE... 'CAUSE FURY IS OUT TO GET ME!
NOW WE'LL PROVE THAT CAP'S A TRAITOR!
SEE CAP BATTLE FOR HIS LIFE AGAINST BOTH FRIEND AND FOE!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II
WHO CALLS ME TRAITOR?
OKAY, MISTER! THIS IS IT!
DON'T MAKE ME DO IT! IF ANYTHING SHOULD GO WRONG--!
IN A HUGE, SEALED-OFF CHAMBER, TWO MEN FACE EACH OTHER, AND THEN--
--ONE OF THEM GRIPS HIS FAMOUS SHIELD-- ALMOST FEARING TO USE IT--
BY: STAN LEE and GENE COLAN
INKING: WALLY WOOD
LETTERING: ARTIE SIMEK
230 2

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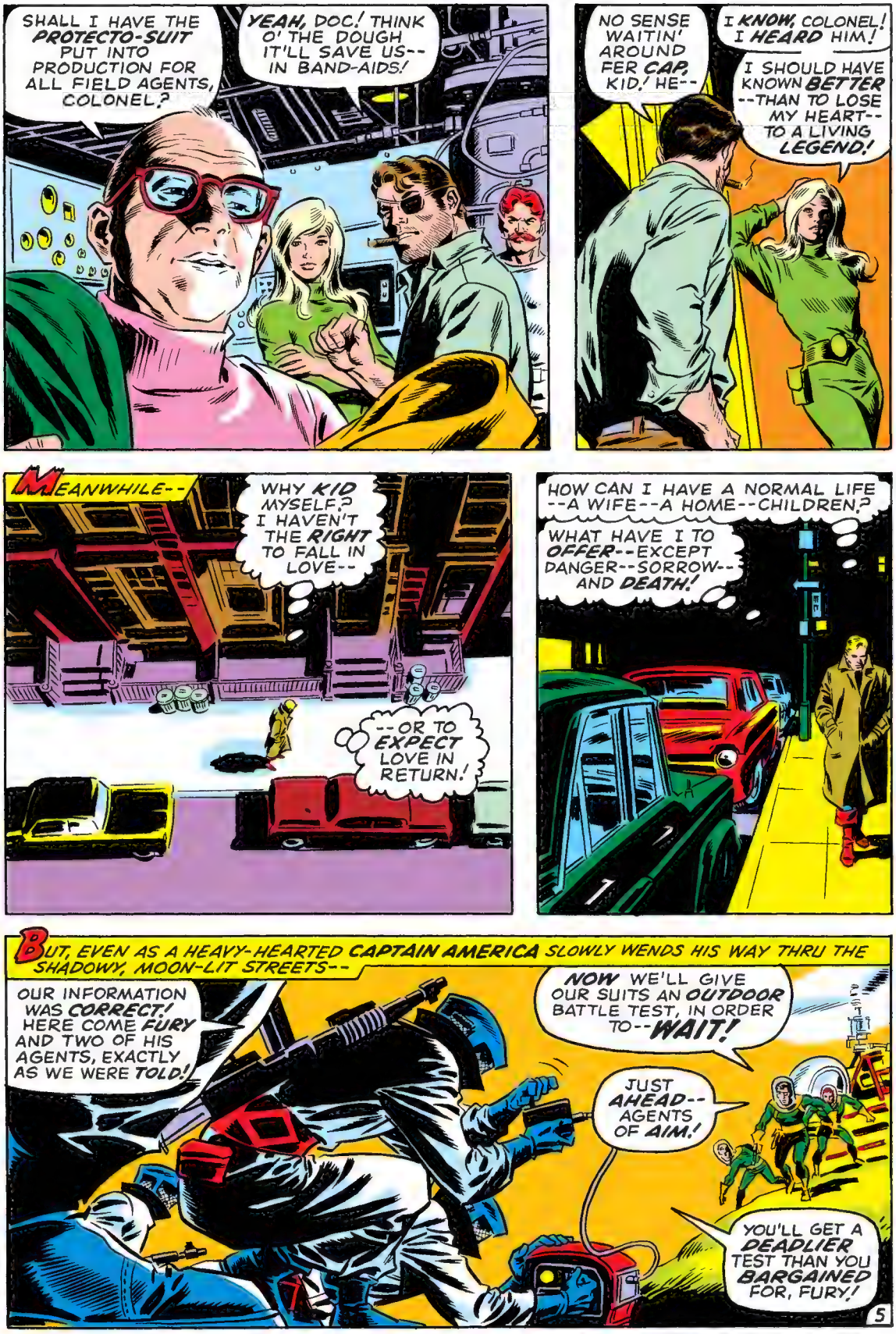
AIN'T NOTHIN' GONNA GO WRONG! NOW THROW THAT THING, BLAST IT!
BUT--IT COULD SLICE YOU IN TWO, FURY!
I SAID THROW IT!! THAT'S AN ORDER!
OKAY, COLONEL--WE'LL PLAY IT YOUR WAY!
ALL I GOTTA DO IS PRESS THIS BELT-BUTTON GIZMO--BEFORE IT CAN HIT ME--
DIDN'T KNOW YA COULD SPIN IT SO BLAMED FAST!
CLK!
MADE IT!
IT WORKED! YER TIN LITTLE TINKERTOY NEVER TOUCHED ME!
THE PROTECTO-SUIT MANAGED TA REPEL IT!
2

BUT WE AINT DONE YET! THERE'S ONE MORE TEST--
I KNOW! YOU'RE RIGHT ON TARGET FOR THE FORCE BOLT BLAST!
BUT IT'S DESIGNED TO KNOCK OUT A TEN-TON TANK!
RELAX, PAL! I AINT DOIN' THIS 'CAUSE I'M TIRED'A LIVIN'!
NOW HIT 'ER, WING-HEAD!
YOU GOT IT, FURY! BUT IF THAT SUIT DOESN'T TEST OUT--!
THIK!
IT'LL TEST AWRIGHT, CAP! IT'LL--
UHHH!
WOM!
FURY
OKAY! OKAY! DON'T GITCHA LUNGS IN AN UPROAR-- I AINT HURT!
WHEN SHIELD DESIGNS ITS AGENTS A PROTECTO-SUIT, WE DON'T KID AROUND!
HEY, DOC! DIDJA SEE IT? ARE YA SATISFIED?
EVERYTHING WENT PERFECTLY, COLONEL! MY METAL-FABRIC SUIT IS A COMPLETE SUCCESS!
IT IS FULLY READY FOR COMBAT CONDITIONS!
3

WELL, THAT'S THAT! LOOKS LIKE DOC RYDER DID IT AGAIN!
FIRST, THE GENIUS OF TONY STARK--AND NOW DR. RYDER! HOW DO YOU DO IT, FURY? WHERE DO YOU FIND THEM?
IT'S A BREEZE WHEN YA GOT A GENTLE, LOVEABLE PERSONALITY LIKE OL' NICK FURY!
NICHOLAS, YOU'RE ABOUT AS LOVEABLE AS A JAGGED HANG-NAIL--
--BUT I ADMIRE YOUR GUTS, OLD FRIEND!
HEY--HOLD ON, CAP! DON'TCHA WANNA SEE SHARON BEFORE YA CUT OUT?
'FRAID NOT COLONEL! I HAVEN'T --THE TIME!
ECURITY
COME OFF IT, FELLA! I KNOW HOW YA FEEL ABOUT THAT GAL! SO WHY FIGHT IT?
DROP IT, COLONEL! THAT'S ONE SUBJECT THAT'S OFF-LIMITS-- EVEN TO YOU!
HAVE IT YER OWN WAY, GOLDEN BOY! BUT IF I HAD A DAME LIKE THAT, CRAZY FER ME--
OPERATE CHAIR LIFT! I'M COMING UP!
SHE AINT GONNA WAIT FOREVER, CAP!
G'BYE, FURY!
4

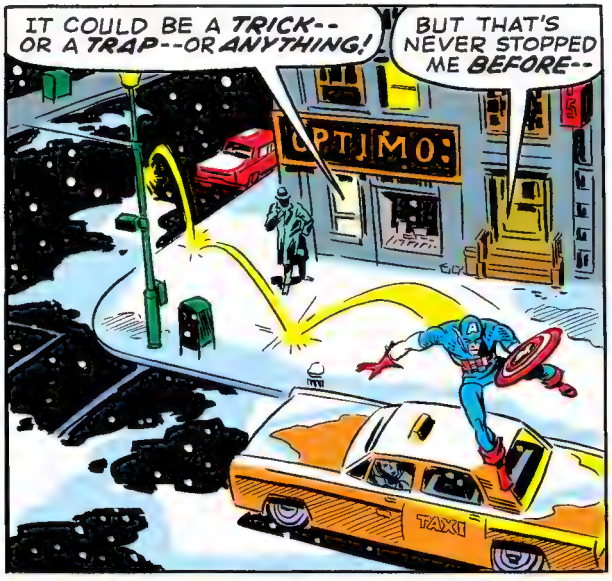

SHALL I HAVE THE PROTECTO-SUIT PUT INTO PRODUCTION FOR ALL FIELD AGENTS, COLONEL?
YEAH, DOC! THINK O' THE DOUGH IT'LL SAVE US-- IN BAND-AIDS!
NO SENSE WAITIN' AROUND FER CAP, KID! HE--
I KNOW, COLONEL! I HEARD HIM!
I SHOULD HAVE KNOWN BETTER --THAN TO LOSE MY HEART-- TO A LIVING LEGEND!
MEANWHILE--
WHY KID MYSELF? I HAVEN'T THE RIGHT TO FALL IN LOVE--
--OR TO EXPECT LOVE IN RETURN!
HOW CAN I HAVE A NORMAL LIFE --A WIFE--A HOME--CHILDREN?
WHAT HAVE I TO OFFER--EXCEPT DANGER--SORROW-- AND DEATH!
BUT, EVEN AS A HEAVY-HEARTED CAPTAIN AMERICA SLOWLY WENDS HIS WAY THRU THE SHADOWY, MOON-LIT STREETS--
OUR INFORMATION WAS CORRECT! HERE COME FURY AND TWO OF HIS AGENTS, EXACTLY AS WE WERE TOLD!
NOW WE'LL GIVE OUR SUITS AN OUTDOOR BATTLE TEST, IN ORDER TO--WAIT!
JUST AHEAD-- AGENTS OF AIM!
YOU'LL GET A DEADLIER TEST THAN YOU BARGAINED FOR, FURY!

OUR SPECIALLY-PREPARED ELECTRONIC NULLIFIER WILL MAKE THE DEFENSES OF HIS PROTECTO-SUITS TOTALLY USELESS!
BZZ BZZ
LOOKS LIKE THEY WERE EXPECTIN' US HERE! BUT WHO COULD'A TIPPED 'EM OFF?
COLONEL! I--I'M HIT!
YER HIT? THEN SOMEONE SPILLED THE BEANS ABOUT OUR SUITS!
--AND THEY FOUND A WAY TA NULLIFY 'EM!
HEAD FER THE BIRD! WE'RE SITTIN' DUCKS OUT HERE!
HANG IN THERE, PAL! WE'LL MAKE IT YET!
THIS SMOKE BOMB'LL GIVE US THE TIME WE NEED!
A TRAITOR, COLONEL! THERE'S A TRAITOR-- IN SHIELD!
HE-- MUST BE-- FOUND!
6

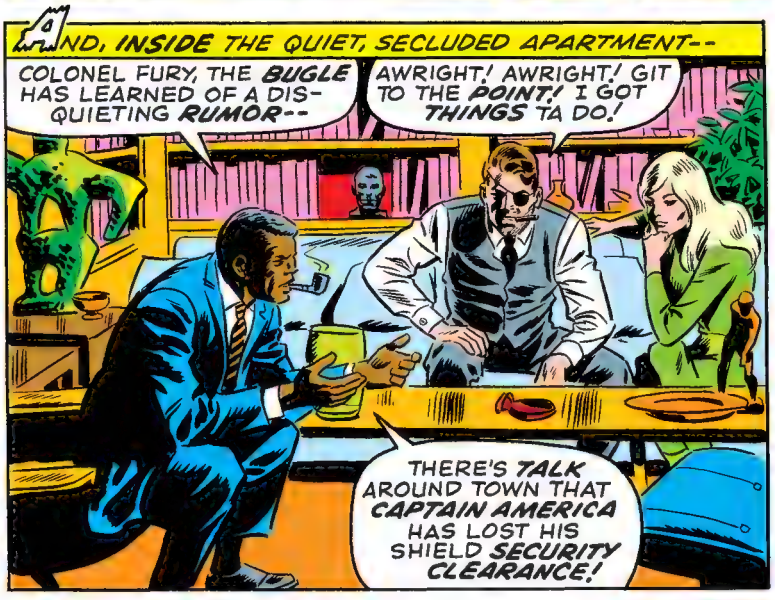
HE WILL BE, SON!
AN' YA BETTER BELIEVE IT!
OKAY, THAT STOPPED 'EM!
NOW HEAD FER THE CHOPPER WHILE THEY CRY THEIR BABY BLUES OUT!
GIVE 'ER THE GUN, DUM-DUM! WE GOT US A TRAITOR TA GRAB!
MY EYES-- BURNING-- TEARING-- CAN'T SEE-- CAN'T KEEP THEM OPEN!
LATER, AT SHIELD HQ--
AWRIGHT! EVERYONE WHO KNEW ABOUT THESE PROTECTO-SUITS IS HERE!
ONE OF US IS THE CREEP WHO TIPPED OFF AIM!
BEGGING YOUR PARDON, COLONEL! YOU'VE OMITTED SOMEONE!
EVEN THOUGH IT COULDN'T BE HIM, WHAT ABOUT-- CAPTAIN AMERICA?
NUTS! WE MIGHT AS WELL SUSPECT FURY HIMSELF!
CLAM UP, DUM DUM!
NO ONE'S IN THE CLEAR TILL WE KNOW FOR SURE!

CAP'S THE ONLY ONE WHO AINT HAD A SHIELD SECURITY CHECK!
AND, HOW CAN WE EVEN BE SURE-- HE'S THE REAL CAPTAIN AMERICA?
ANYONE CAN MAKE 'IMSELF A MASK 'N COSTUME!
WHO'D EVER QUESTION A JOE LIKE HIM?
EVEN THE WAY HE'S BEEN AVOIDING ME! WHAT IF HE'S NOT THE REAL CAP?
I'D SAY, WITH ALL HE'S LEARNED--WE ARE IN THE GRAVEST DANGER!
BUT, IN A LONELY ROOMING HOUSE, UNAWARE OF THE SUSPICION HANGING OVER HIM--
YEARS AGO, IN WORLD WAR TWO, BUCKY TRUSTED ME-- FOUGHT AT MY SIDE--
HE WAS LIKE A BROTHER TO ME-- LIKE THE SON I NEVER HAD--
--UNTIL, ONE DAY IN BATTLE, I SAW HIM-- DIE!
ROOMS 2-3
--JUST AS SHE DIED--FIGHTING WITH THE UNDERGROUND --FIGHTING FOR FREEDOM--
--AND TAKING MY HEART-- MY LOVE-- DOWN INTO THE GRAVE WITH HER-- FOREVER!
AND NOW, AFTER ALL THESE YEARS, SHARON HAS ENTERED MY LIFE!
AND SO, THE CYCLE BEGINS ONCE AGAIN!
BUT THIS TIME-- IT MUST BE DIFFERENT!
NO ONE EVER AGAIN MUST DIE-- BECAUSE OF ME!
--EVEN IF IT MEANS I MUST TURN AWAY FROM SHARON --AND DENY MY LOVE-- FOREVER!

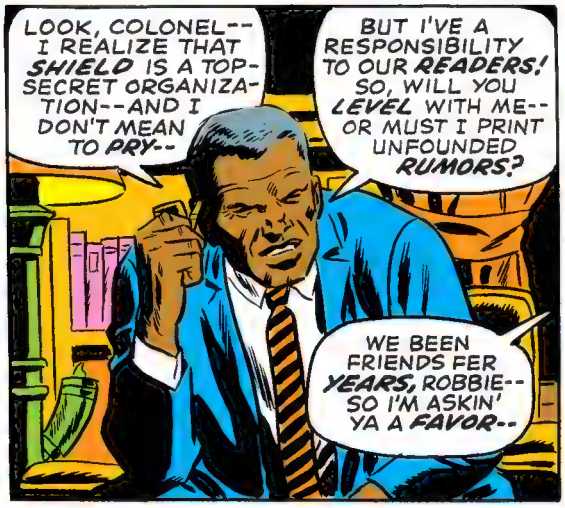
THE SHIELD SIGNAL IS BUZZING! I'M WANTED!
GOOD! ANYTHING TO TAKE MY MIND OFF SHARON!
BZZZZZZZ
WHAT'S THAT? SAY IT AGAIN, MISTER! IT DOESN'T MAKE SENSE!
LISTEN
SORRY, CAP! I'M JUST SAYING WHAT I WAS ORDERED TO TELL YOU!
THEY'VE TAKEN AWAY YOUR SHIELD PRIORITY! FROM NOW ON, AS FAR AS FURY'S CONCERNED--YOU'RE AN OUTSIDER!
BARB
HAIRC
SHAVE
BUT WHY? YOU CAN'T JUST WRITE ME OFF WITHOUT A REASON! YOU CAN'T--WAIT!
CLICK
HE CLOSED THE CHANNEL --WITHOUT ANOTHER WORD!
BUT THAT'S NOT THE END OF IT!
THERE'S ONE MAN WHO'S BOUND TO KNOW THE ANSWER--
AND I'M GONNA GET IT FROM HIM!
NICK FURY OWES ME THAT MUCH!
9

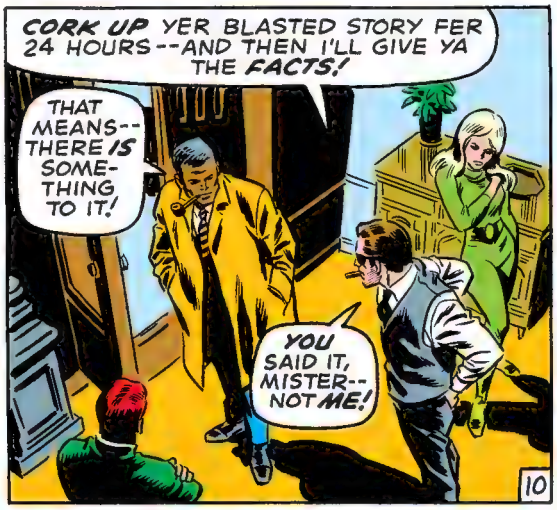

IT COULD BE A TRICK--OR A TRAP--OR ANYTHING!
BUT THAT'S NEVER STOPPED ME BEFORE--
OPTIMO:
TAXI

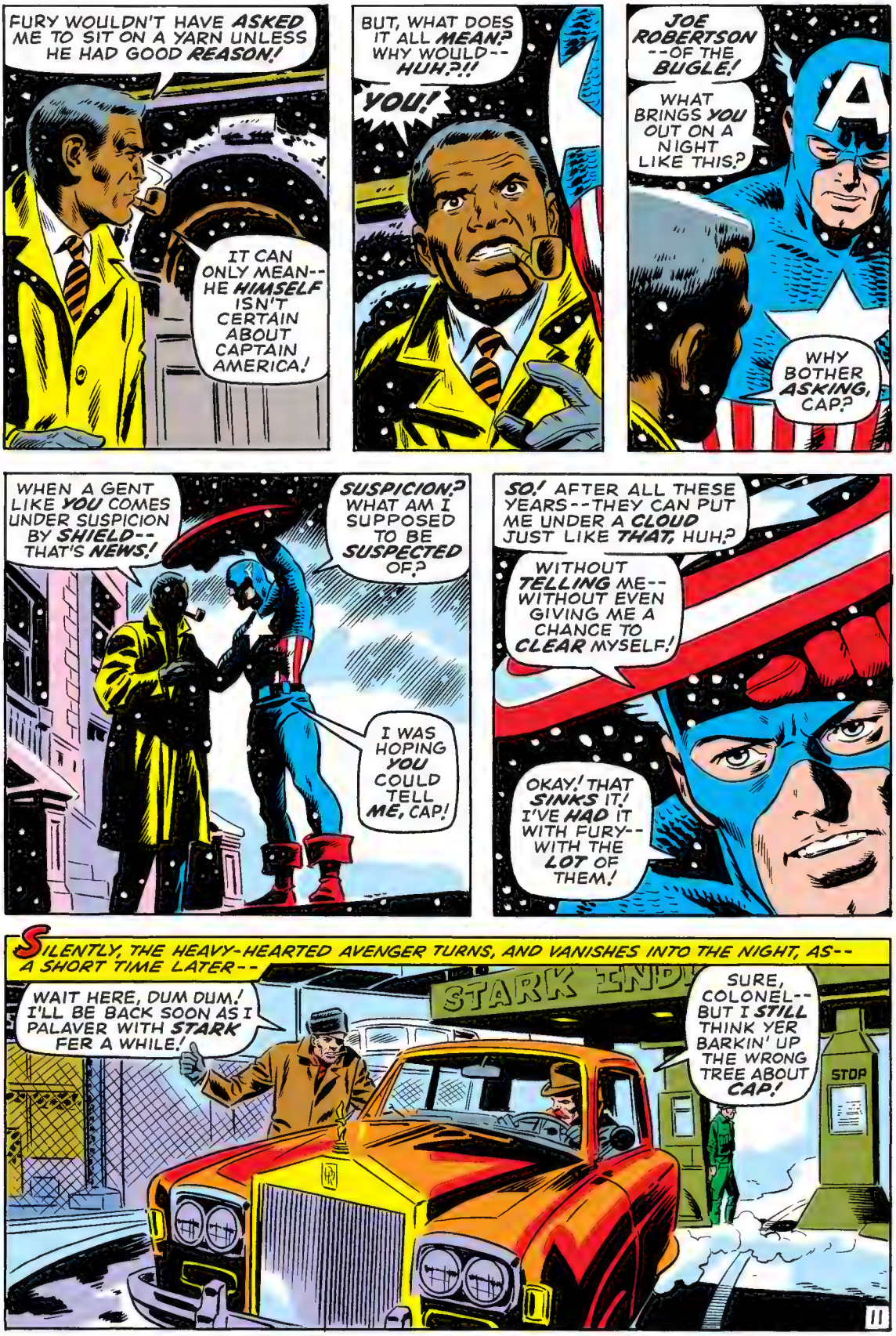
--AND IT'S NOT STOPPING ME NOW!
THIS IS IT--WHERE FURY LIVES!

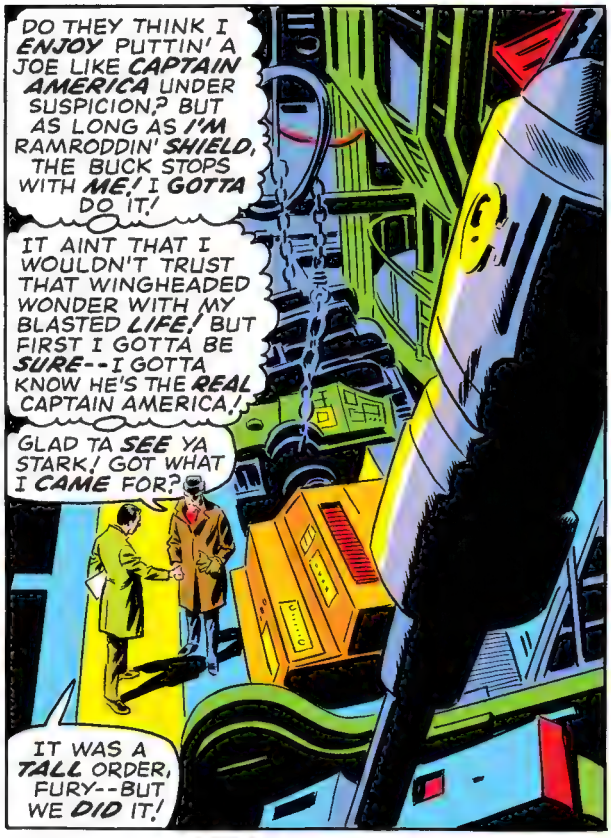

AND, INSIDE THE QUIET, SECLUDED APARTMENT--
COLONEL FURY, THE BUGLE HAS LEARNED OF A DISQUIETING RUMOR--
AWRIGHT! AWRIGHT! GIT TO THE POINT! I GOT THINGS TA DO!
THERE'S TALK AROUND TOWN THAT CAPTAIN AMERICA HAS LOST HIS SHIELD SECURITY CLEARANCE!

NUTS! NEXT YA'LL BE SAYIN' YA HEARD THERE AINT NO SANTA CLAUS!


LOOK, COLONEL--I REALIZE THAT SHIELD IS A TOP-SECRET ORGANIZATION--AND I DON'T MEAN TO PRY--
BUT I'VE A RESPONSIBILITY TO OUR READERS! SO, WILL YOU LEVEL WITH ME--OR MUST I PRINT UNFOUNDED RUMORS?
WE BEEN FRIENDS FER YEARS, ROBBIE--SO I'M ASKIN' YA A FAVOR--

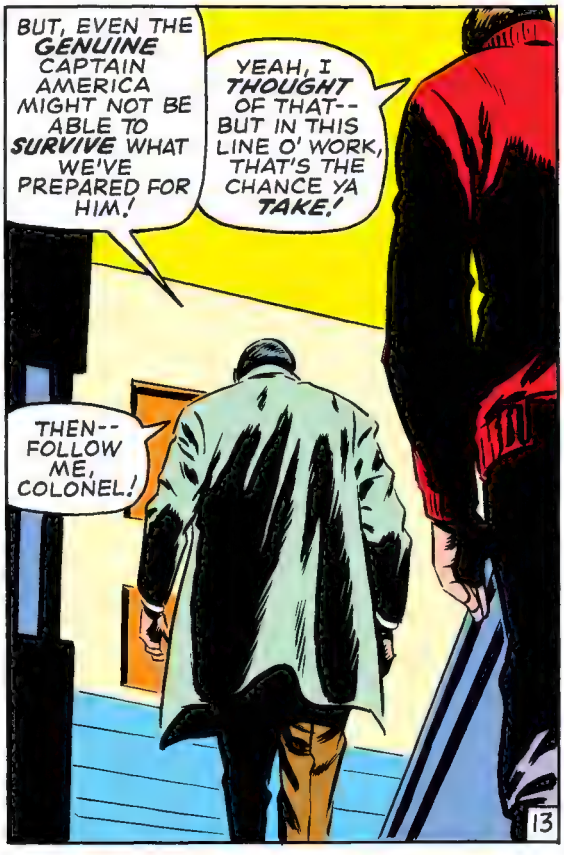

CORK UP YER BLASTED STORY FER 24 HOURS--AND THEN I'LL GIVE YA THE FACTS!
THAT MEANS--THERE IS SOMETHING TO IT!
YOU SAID IT, MISTER--NOT ME!


FURY WOULDN'T HAVE ASKED ME TO SIT ON A YARN UNLESS HE HAD GOOD REASON!
IT CAN ONLY MEAN-- HE HIMSELF ISN'T CERTAIN ABOUT CAPTAIN AMERICA!
BUT, WHAT DOES IT ALL MEAN? WHY WOULD-- HUH?!!
YOU!
JOE ROBERTSON --OF THE BUGLE!
WHAT BRINGS YOU OUT ON A NIGHT LIKE THIS?
WHY BOTHER ASKING, CAP?
WHEN A GENT LIKE YOU COMES UNDER SUSPICION BY SHIELD-- THAT'S NEWS!
SUSPICION? WHAT AM I SUPPOSED TO BE SUSPECTED OF?
I WAS HOPING YOU COULD TELL ME, CAP!
SO! AFTER ALL THESE YEARS--THEY CAN PUT ME UNDER A CLOUD JUST LIKE THAT, HUH?
WITHOUT TELLING ME-- WITHOUT EVEN GIVING ME A CHANCE TO CLEAR MYSELF!
OKAY! THAT SINKS IT! I'VE HAD IT WITH FURY-- WITH THE LOT OF THEM!
SILENTLY, THE HEAVY-HEARTED AVENGER TURNS, AND VANISHES INTO THE NIGHT, AS-- A SHORT TIME LATER--
WAIT HERE, DUM DUM! I'LL BE BACK SOON AS I PALAVER WITH STARK FER A WHILE!
STARK
SURE, COLONEL-- BUT I STILL THINK YER BARKIN' UP THE WRONG TREE ABOUT CAP!
STOP


DO THEY THINK I ENJOY PUTTIN' A JOE LIKE CAPTAIN AMERICA UNDER SUSPICION? BUT AS LONG AS I'M RAMRODDIN' SHIELD, THE BUCK STOPS WITH ME! I GOTTA DO IT!
IT AINT THAT I WOULDN'T TRUST THAT WINGHEADED WONDER WITH MY BLASTED LIFE! BUT FIRST I GOTTA BE SURE--I GOTTA KNOW HE'S THE REAL CAPTAIN AMERICA!
GLAD TA SEE YA STARK! GOT WHAT I CAME FOR?
IT WAS A TALL ORDER, FURY--BUT WE DID IT!

THEN WHAT'RE WE STANDIN' AROUND FOR? WHEN DO I SEE IT?
RIGHT NOW, COLONEL--BUT, YOU'RE NOT REALLY GOING TO USE IT AGAINST CAP, ARE YOU?
12

THAT'S THE NAME O' THE GAME, FRIEND! I GOTTA MAKE SURE I'M DEALIN' WITH THE REAL CAPTAIN AMERICA--AND THIS IS THE ONLY WAY!
I GOT NO TIME FER SENTIMENT WHEN ONE TRAITOR CAN COST ME THE LIVES OF HUNDREDS OF AGENTS, SEE?

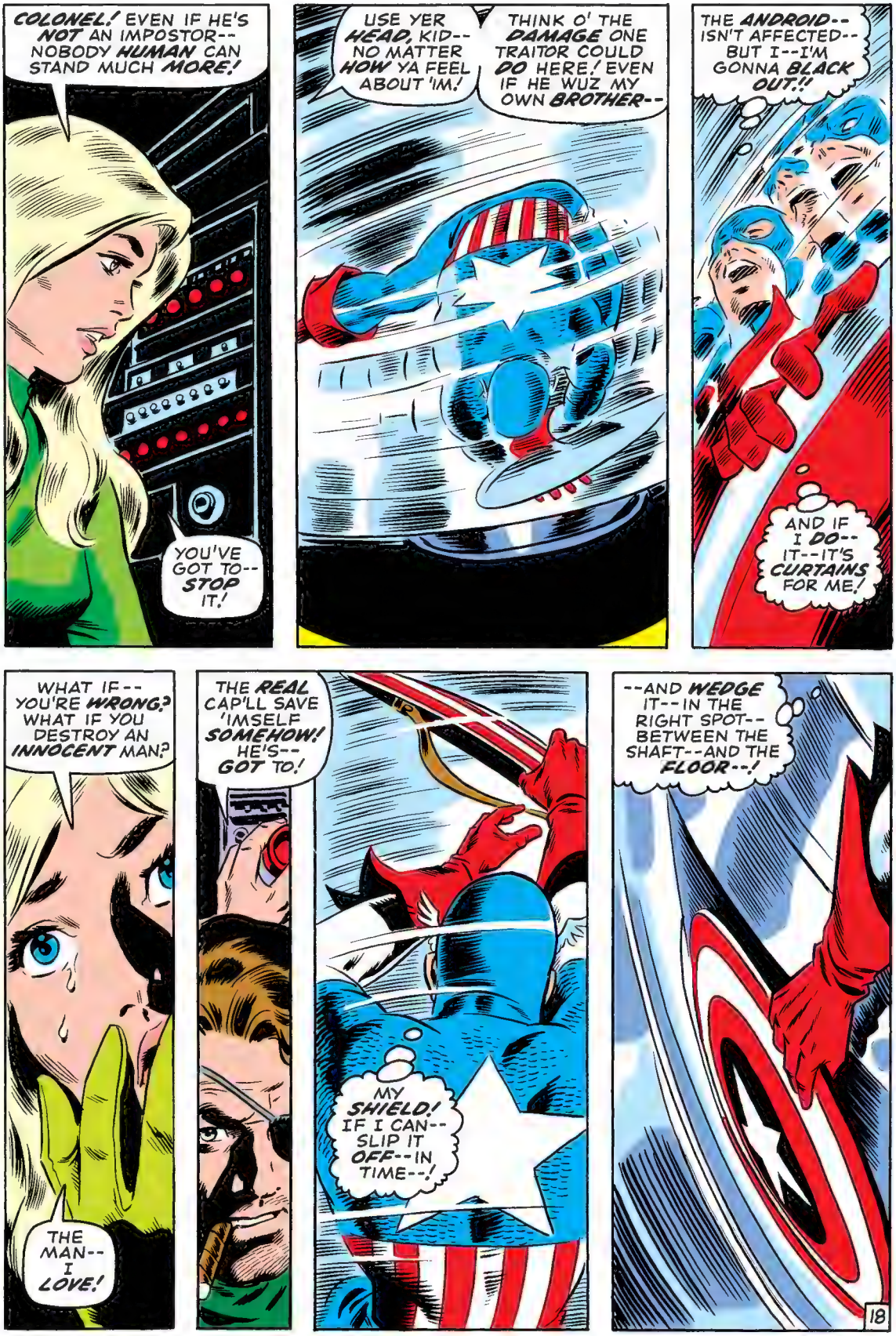

BUT, EVEN THE GENUINE CAPTAIN AMERICA MIGHT NOT BE ABLE TO SURVIVE WHAT WE'VE PREPARED FOR HIM!
YEAH, I THOUGHT OF THAT--BUT IN THIS LINE O' WORK, THAT'S THE CHANCE YA TAKE!
THEN--FOLLOW ME, COLONEL!
13

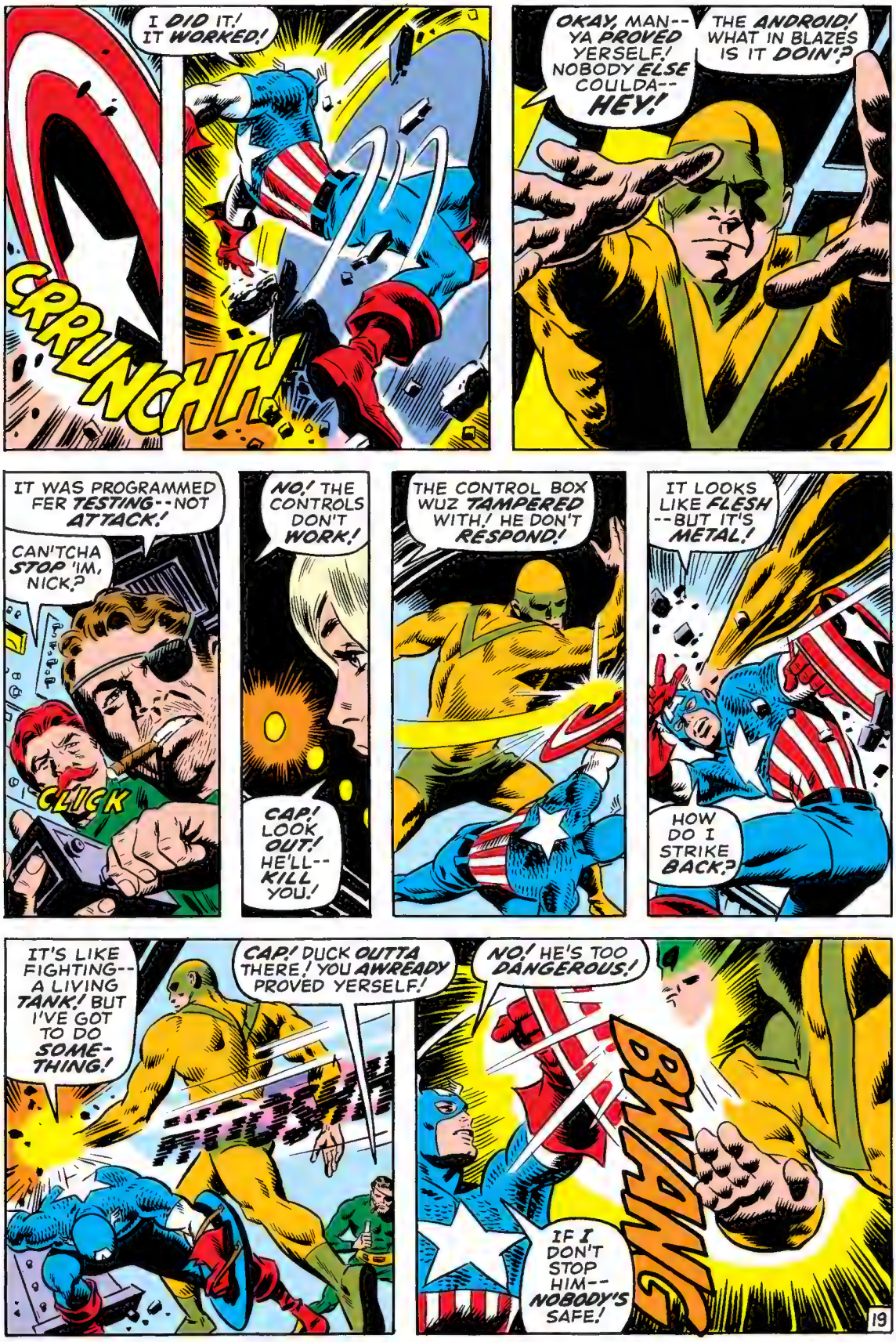
HEY! WHAT GIVES? HE AINT DONE YET!
I WAS WAITING TILL YOUR ARRIVAL, NICK! IT'LL JUST TAKE A MINUTE TO COAT HIM WITH THE PLASTIC SKIN!
5gal. CAP.
HE'S EASILY THE MOST SOPHISTICATED ANDROID WE'VE EVER CONSTRUCTED!
YEAH, I'M ALL SHOOK-UP! LET'S GIT STARTED, HUH?
DANGER RADIO ACTI MATERIALS
ALL RIGHT! FIRST, DOUSE THAT CIGAR-- AND PUT ON A PROTECTIVE SUIT!
WHAT IN BLAZES FOR?
WE COULDN'T GIVE HIM THE POWER HE POSSESSES WITHOUT USING RADIOACTIVE MATERIALS!
AND THAT HARD-BITTEN ACT OF YOURS ISN'T KIDDING ME A BIT, COLONEL--
THIS SINK ACTIVE D WA
I KNOW YOU'RE AS WORRIED ABOUT CAP AS I AM!
BUT NO MORE TALKING NOW! I HAVE TO CONCENTRATE!
ASTIC 5gal. CAP
THIS IS THE CRUCIAL PART OF THE WHOLE EXPERIMENT!
14

YA DID IT, STARK! I'D SWEAR HE WUZ REALLY ALIVE!
HE AWREADY LOOKS BETTER'N DUM DUM!
THERE HE IS, FURY--ONE OF THE MOST POWERFUL ENGINES OF DESTRUCTION EVER CREATED!
HIS CIRCUITS ARE DESIGNED TO LAST A FULL 24 HOURS AT PEAK INTENSITY!
THEY'LL BE THE MOST IMPORTANT 24 HOURS IN CAPTAIN AMERICA'S LIFE!
CAP--THIS IS FURY! DROP EVERYTHIN' AND REPORT TO SHIELD HQ!
I'VE BEEN EXPECTING THIS CALL, COLONEL!
NOTHING COULD KEEP ME AWAY!
WHATEVER IT IS THEY'RE UP TO--THIS HAS TO BE THE SHOWDOWN!
AFTER ALL I'VE DONE--THE TIMES I'VE RISKED MY LIFE--THEY'RE TESTING ME --LIKE SOME RAW, UNTRIED RECRUIT!
A MAN DEVOTES A LIFETIME--IN THE CAUSE OF JUSTICE--FOR A PAYOFF LIKE THIS!
ROGERS, YOU OUGHT TO HAVE YOUR HEAD EXAMINED!
STRAIGHT AHEAD
15

THEY'RE ALL HERE--EVEN SHARON!
SHE--CAN'T BRING HERSELF--TO FACE ME!
I'LL LEVEL WITH YA, MISTER--THERE'S A TRAITOR IN THIS OUTFIT--AND THE EVIDENCE POINTS TA YOU!
WE GOT NO WAY OF KNOWIN' WHETHER OR NOT YER THE REAL McCOY!
BUT THERE'S ONE WAY TA FIND OUT--AND THIS IS IT!
THIK!
NOBODY BUT THE REAL CAPTAIN AMERICA WOULD STAND A CHANCE AGAINST ANDROID X-4!
KRASH!
16

SO WE'RE GONNA GIVE YA A LITTLE TEST--YOU'N THE ANDROID!
WE'VE BEEN FRIENDS FOR YEARS, FURY!
SO THIS IS THE WAY IT PAYS OFF, EH?
OKAY--DO YOUR WORST! I'M READY FOR HIM!
HE'S NOT THE ENEMY! IT'S THE TESTS WE'VE ARRANGED!
YOU GOTTA PASS 'EM--AS GOOD AS X-4 DOES!
STEEL PARTITIONS--HURTLING UP FROM THE FLOOR!
NO ONE 'CEPT THE ANDROID AND CAP COULD MOVE FAST ENUFF TO SURVIVE!
SCOOM
BUT WHAT IF I'M TIRED--OUT OF CONDITION? WHAT IF--I SLIP?
BELOW ME--A CIRCULAR PLATFORM--STARTING TO SPIN!
FORGET IT, PAL! IN THIS LEAGUE--THERE'S NO SECOND CHANCE!
IT'S GOING FASTER--FASTER! CAN'T HOLD ON--!
17


COLONEL! EVEN IF HE'S NOT AN IMPOSTOR--NOBODY HUMAN CAN STAND MUCH MORE!
YOU'VE GOT TO--STOP IT!
USE YER HEAD, KID--NO MATTER HOW YA FEEL ABOUT 'IM!
THINK O' THE DAMAGE ONE TRAITOR COULD DO HERE! EVEN IF HE WUZ MY OWN BROTHER--
THE ANDROID--ISN'T AFFECTED--BUT I--I'M GONNA BLACK OUT!!
AND IF I DO--IT--IT'S CURTAINS FOR ME!
WHAT IF--YOU'RE WRONG? WHAT IF YOU DESTROY AN INNOCENT MAN?
THE MAN--I LOVE!
THE REAL CAP'LL SAVE 'IMSELF SOMEHOW! HE'S--GOT TO!
MY SHIELD! IF I CAN--SLIP IT OFF--IN TIME--!
--AND WEDGE IT--IN THE RIGHT SPOT--BETWEEN THE SHAFT--AND THE FLOOR--!


I DID IT! IT WORKED!
CRRUNCH!!
OKAY, MAN-- YA PROVED YERSELF! NOBODY ELSE COULDA-- HEY!
THE ANDROID! WHAT IN BLAZES IS IT DOIN'?
IT WAS PROGRAMMED FER TESTING--NOT ATTACK!
CAN'TCHA STOP 'IM, NICK?
CLICK
NO! THE CONTROLS DON'T WORK!
CAP! LOOK OUT! HE'LL-- KILL YOU!
THE CONTROL BOX WUZ TAMPERED WITH! HE DON'T RESPOND!
IT LOOKS LIKE FLESH --BUT IT'S METAL!
HOW DO I STRIKE BACK?
IT'S LIKE FIGHTING-- A LIVING TANK! BUT I'VE GOT TO DO SOME-THING!
CAP! DUCK OUTTA THERE! YOU AWREADY PROVED YERSELF!
NO! HE'S TOO DANGEROUS!
BWANG
IF I DON'T STOP HIM-- NOBODY'S SAFE!

MEANWHILE...
THE ANDROID IS RADIO-ACTIVE! IF SOMEONE ELSE IS CONTROLLING HIM--
TICK TICK
--I'LL FIND THE SOURCE --ON THIS MINI-GEIGER COUNTER!
THE SIGNAL GETS STRONGER AS I HEAD FOR THE LAB!
TICK TICK TICK
BEHIND THAT DOOR--
THAT'S WHERE IT'S COMING FROM!
TICK
TICK TICK
TICK
DR. RYDER! THEN--HE'S THE ONE WE'RE AFTER!
THERE WAS A TRAITOR--BUT IT WASN'T CAP!
FURY'S HUNCH WAS RIGHT--WHEN HE GAVE ME THE GEIGER COUNTER!
A GAS CAPSULE! THEY--THEY FOUND ME!
NO! NO! NO!
IT WORKED, SHARON! THE ANDROID'S IMMOBILE! YA FLUSHED OUT THE REAL TRAITOR!
IT WAS DR. RYDER --AS YOU SUSPECTED!
THEN YOU USED ME --AS A DECOY--TO TRAP HIM!
WE COULDN'T BE SURE! WE HADDA FIND OUT--AND FAST!
IT'S OVER NOW, DARLING--AND YOU'RE SAFE!
YES--I'M SAFE!
I'VE--ALWAYS BEEN ABLE TO BE ON GUARD --AGAINST MY ENEMIES--
A
BUT, HOW DOES A MAN PROTECT HIMSELF FROM--HIS FRIENDS?
NEXT SATAN'S ANGELS!
20

CAPT. AMERICA
15¢
128
AUG
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
CAPTAIN AMERICA
THE TIME IS NOW!
THE THEME IS ACTION!
IF IT'S WAR YOU WANT...
..IT'S WAR YOU'LL GET!
C'MON.. SMASH 'IM!
MISSION: STAMP OUT SATAN'S ANGELS!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II ™
MISSION: STAMP OUT
SATAN'S ANGELS!
ONE MAN ALONE-- AGAINST A MURDEROUS MOTORCYCLE GANG! SOUNDS LIKE IMPOSSIBLE ODDS, EXCEPT FOR ONE THING--
--THAT MAN ALONE HAPPENS TO BE-- CAPTAIN AMERICA!
I'M BEGINNING TO FEEL LIKE A PRISONER IN THAT DINGY FURNISHED ROOM OF MINE!
I'VE GOT TO GET OUT--GO SOMEWHERE-- DO SOMETHING --ANYTHING!
STORY: STAN LEE
ART: GENE COLAN
EMBELLISHMENT: DICK AYERS
LETTERING: ARTIE SIMEK

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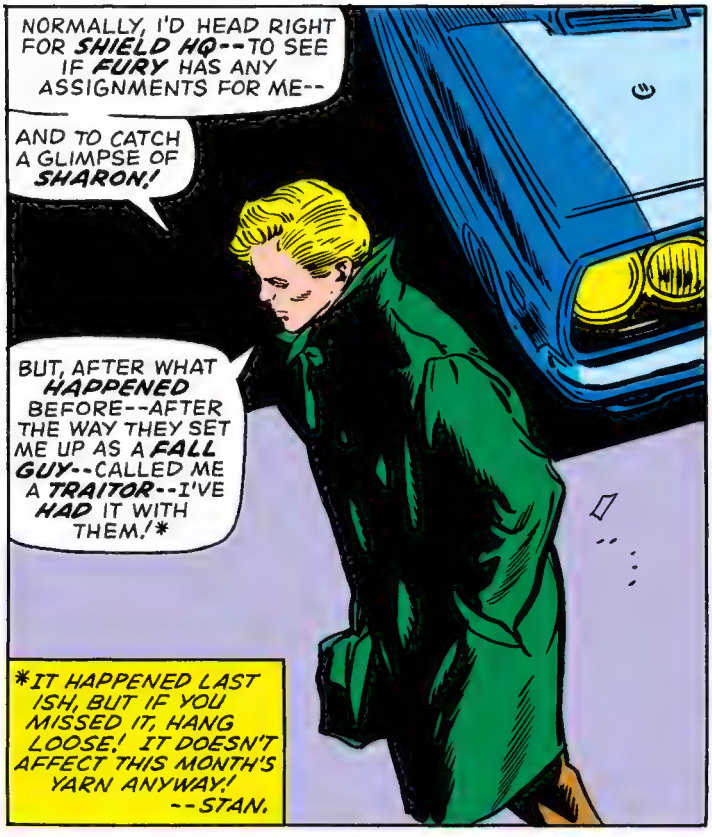
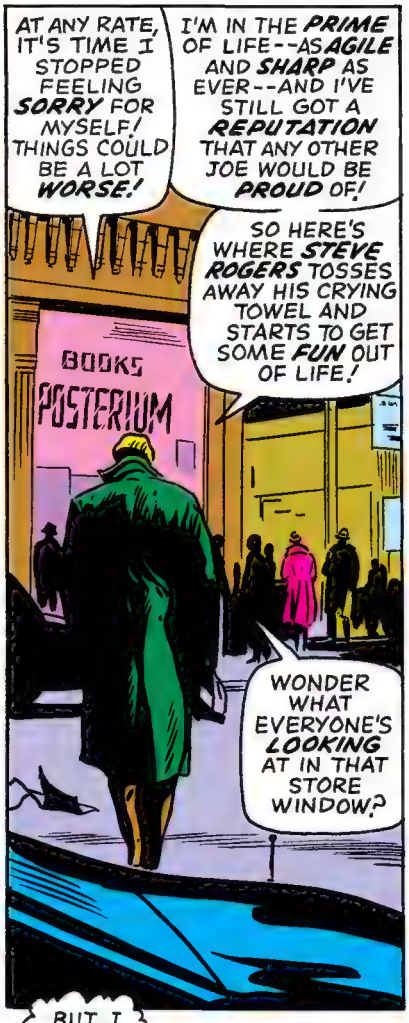
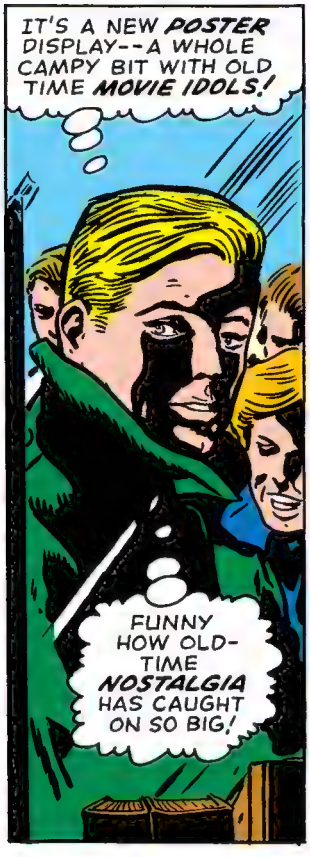
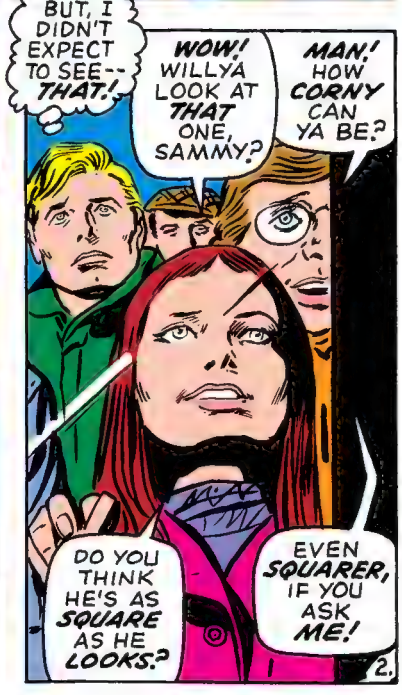
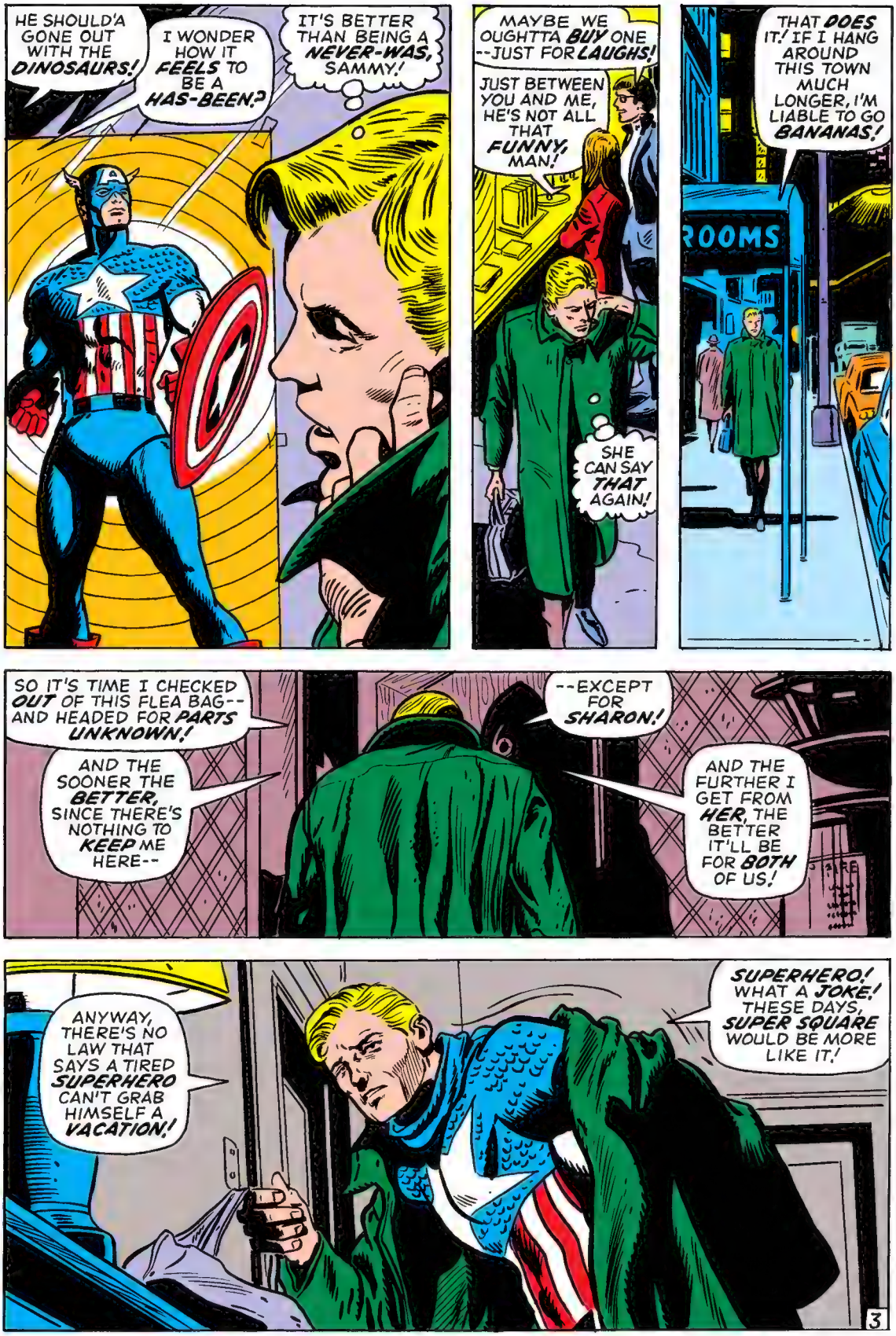

NORMALLY, I'D HEAD RIGHT FOR SHIELD HQ--TO SEE IF FURY HAS ANY ASSIGNMENTS FOR ME--
AND TO CATCH A GLIMPSE OF SHARON!
BUT, AFTER WHAT HAPPENED BEFORE--AFTER THE WAY THEY SET ME UP AS A FALL GUY--CALLED ME A TRAITOR--I'VE HAD IT WITH THEM!*
*IT HAPPENED LAST ISH, BUT IF YOU MISSED IT, HANG LOOSE! IT DOESN'T AFFECT THIS MONTH'S YARN ANYWAY! --STAN.

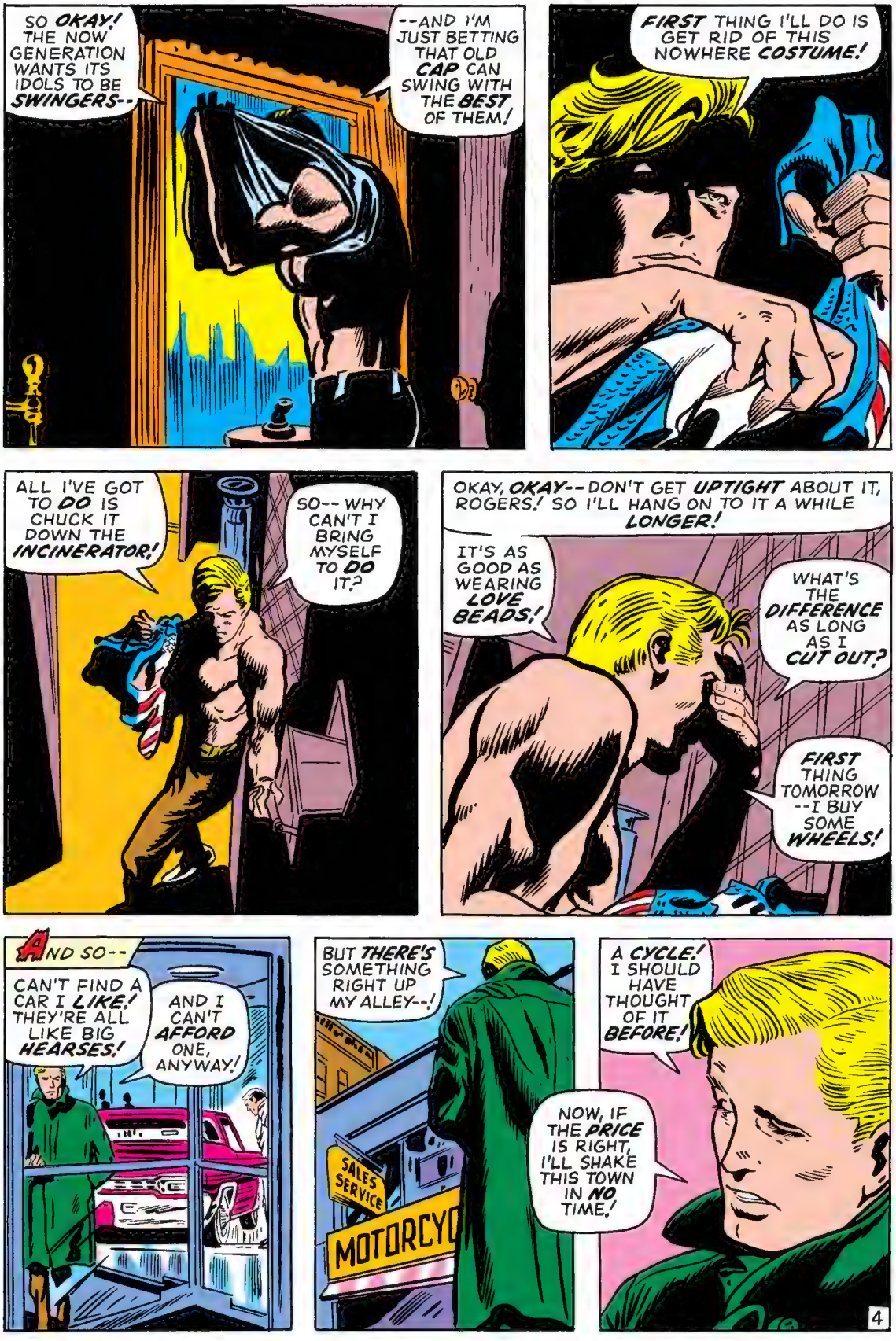

AT ANY RATE, IT'S TIME I STOPPED FEELING SORRY FOR MYSELF! THINGS COULD BE A LOT WORSE!
I'M IN THE PRIME OF LIFE--AS AGILE AND SHARP AS EVER--AND I'VE STILL GOT A REPUTATION THAT ANY OTHER JOE WOULD BE PROUD OF!
SO HERE'S WHERE STEVE ROGERS TOSSES AWAY HIS CRYING TOWEL AND STARTS TO GET SOME FUN OUT OF LIFE!
BOOKS
POSTERIUM
WONDER WHAT EVERYONE'S LOOKING AT IN THAT STORE WINDOW?


IT'S A NEW POSTER DISPLAY--A WHOLE CAMPY BIT WITH OLD TIME MOVIE IDOLS!
FUNNY HOW OLD-TIME NOSTALGIA HAS CAUGHT ON SO BIG!

W.C. FIELDS--GABLE--I WAS AS BIG A FAN AS ANYONE!


BUT, I DIDN'T EXPECT TO SEE--THAT!
WOW! WILLYA LOOK AT THAT ONE, SAMMY?
MAN! HOW CORNY CAN YA BE?
DO YOU THINK HE'S AS SQUARE AS HE LOOKS?
EVEN SQUARER, IF YOU ASK ME!

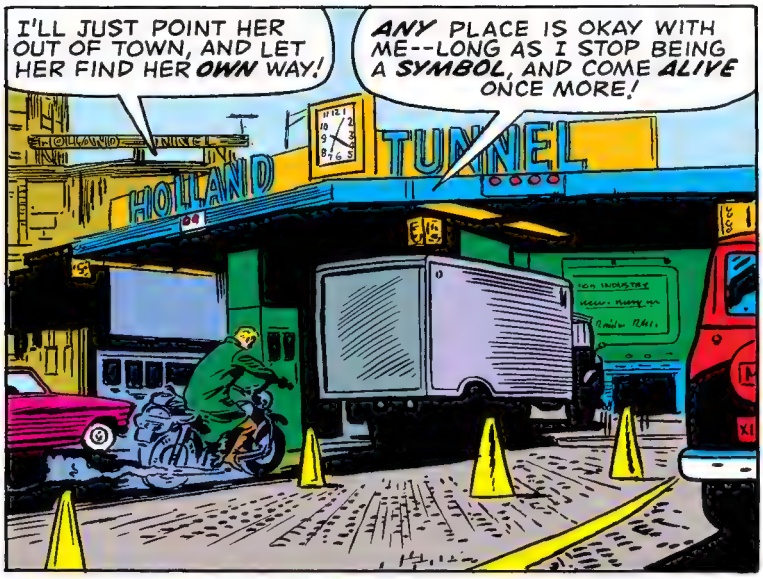

HE SHOULD'A GONE OUT WITH THE DINOSAURS!
I WONDER HOW IT FEELS TO BE A HAS-BEEN?
IT'S BETTER THAN BEING A NEVER-WAS, SAMMY!
MAYBE WE OUGHTTA BUY ONE --JUST FOR LAUGHS!
JUST BETWEEN YOU AND ME, HE'S NOT ALL THAT FUNNY, MAN!
SHE CAN SAY THAT AGAIN!
THAT DOES IT! IF I HANG AROUND THIS TOWN MUCH LONGER, I'M LIABLE TO GO BANANAS!
ROOMS
SO IT'S TIME I CHECKED OUT OF THIS FLEA BAG-- AND HEADED FOR PARTS UNKNOWN!
AND THE SOONER THE BETTER, SINCE THERE'S NOTHING TO KEEP ME HERE--
--EXCEPT FOR SHARON!
AND THE FURTHER I GET FROM HER, THE BETTER IT'LL BE FOR BOTH OF US!
ANYWAY, THERE'S NO LAW THAT SAYS A TIRED SUPERHERO CAN'T GRAB HIMSELF A VACATION!
SUPERHERO! WHAT A JOKE! THESE DAYS, SUPER SQUARE WOULD BE MORE LIKE IT!


SO OKAY! THE NOW GENERATION WANTS ITS IDOLS TO BE SWINGERS--
--AND I'M JUST BETTING THAT OLD CAP CAN SWING WITH THE BEST OF THEM!
FIRST THING I'LL DO IS GET RID OF THIS NOWHERE COSTUME!
ALL I'VE GOT TO DO IS CHUCK IT DOWN THE INCINERATOR!
SO-- WHY CAN'T I BRING MYSELF TO DO IT?
OKAY, OKAY-- DON'T GET UPTIGHT ABOUT IT, ROGERS! SO I'LL HANG ON TO IT A WHILE LONGER!
IT'S AS GOOD AS WEARING LOVE BEADS!
WHAT'S THE DIFFERENCE AS LONG AS I CUT OUT?
FIRST THING TOMORROW --I BUY SOME WHEELS!
AND SO--
CAN'T FIND A CAR I LIKE! THEY'RE ALL LIKE BIG HEARSES!
AND I CAN'T AFFORD ONE, ANYWAY!
BUT THERE'S SOMETHING RIGHT UP MY ALLEY--!
SALES SERVICE
MOTORCYC
NOW, IF THE PRICE IS RIGHT, I'LL SHAKE THIS TOWN IN NO TIME!
A CYCLE! I SHOULD HAVE THOUGHT OF IT BEFORE!
4

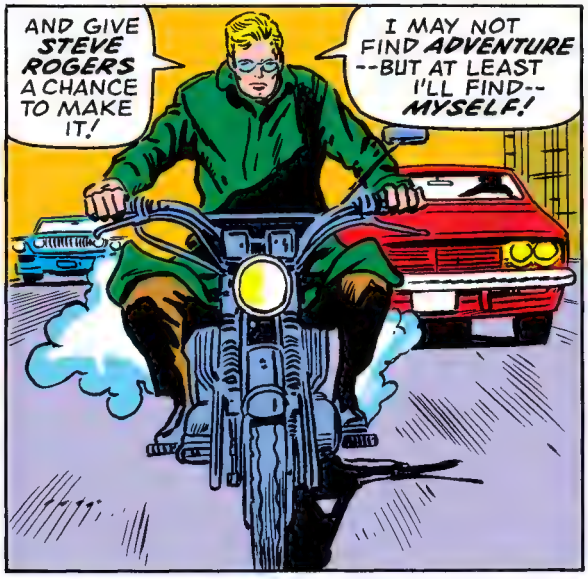
THIS ONE LOOKS GOOD TO ME!
EVER RIDE ONE BEFORE? THAT BABY'S GOT POWER TO SPARE!
IT'LL TAKE A REAL PRO TO HANDLE 'ER!
WELL, I'M NOT EXACTLY NEW AT THIS SORT OF THING!
IN FACT, IT BRINGS BACK MEMORIES-- MEMORIES I'D JUST AS SOON FORGET--!
"MEMORIES OF THE TIME THE BLOODTHIRSTY BARON ZEMO HAD SET A DEADLY TRAP FOR BUCKY AND ME--!"
HANG ON, BUCKY! WE CAN'T LET THEM STOP US NOW!
THE HUMAN MIND IS A FUNNY THING--EVEN THOUGH (AS WE SAW IN AVENGERS #4, AND THEN REPRINTED IN AVENGERS #52) CAP AND BUCKY WERE BOTH DRESSED IN ARMY FATIGUES WHEN THIS FATAL INCIDENT OCCURRED, THE GUILT-RIDDEN STEVE ROGERS STILL RELIVES THE HAUNTED MOMENT IN HIS MEMORY WITH HIMSELF AND HIS VALIANT PARTNER CLOTHED IN THEIR BATTLE-WORN COSTUMES!
ACTUALLY, WE SIMPLY DREW IT WRONG, BUT FIGURED A COP-OUT EXPLANATION WAS LOTS EASIER THAN RE-DOING THE WHOLE FURSHLUGGINER SEQUENCE! --STRAIGHT-TALKIN' STAN.

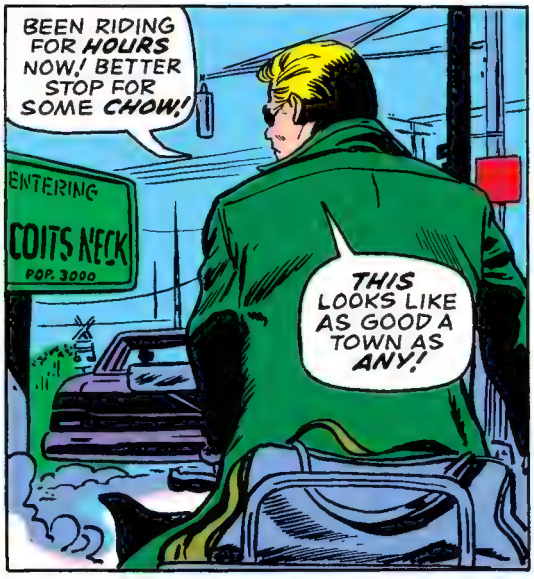
CAP! WHAT IF WE--DON'T MAKE IT?
WE HAVE TO MAKE IT, LAD! WE HAVE TO STOP THAT ROCKET!
SCREEEE
EVERYTHING DEPENDS ON THE NEXT FEW SECONDS--
THE FOOLS! LITTLE DO THEY DREAM THAT I HAVE DOOMED THEM BOTH!
WE MADE IT, CAP!
THAT MUFFLED TICKING! THERE'S A TIME-BOMB ABOARD!
ZEMO PLANNED IT! IT'S A TRAP!
JUMP, BUCKY! NOW! NOW!
HE-- DOESN'T HEAR ME!
AND-- I CAN'T HOLD ON-- ANY LONGER!
6

I'VE--TRIED TO AVOID MOTORCYCLES--EVER SINCE THEN!
BUT I MUST LEARN TO BURY THE PAST--TO LIVE FOR TODAY--AND TOMORROW!
WHETHER OR NOT I EVER AGAIN RIDE A MOTORCYCLE, IT CAN'T BRING MY LITTLE PARTNER BACK!
AND I SORT OF SUSPECT THAT THIS IS THE WAY HE'D WANT IT!
MY MIND'S MADE UP! I'LL TAKE THIS BABY!
YES SIR! THAT'S THE WAY I LIKE TO DO BUSINESS!
CALIFORNIA
IS SHE READY TO ROLL NOW?
SURE IS! YOU DON'T WASTE MUCH TIME, DO YOU?
NO SIR! I'VE GOT PLACES TO GO, AND THINGS TO SEE!
AND, FOR ONCE IN MY LIFE--I'M GONNA GO THERE AND SEE THEM ALL!
NEW YORK
4251
7


I'LL JUST POINT HER OUT OF TOWN, AND LET HER FIND HER OWN WAY!
ANY PLACE IS OKAY WITH ME--LONG AS I STOP BEING A SYMBOL, AND COME ALIVE ONCE MORE!
HOLLAND TUNNEL

SO THIS IS WHERE I SAY GOODBYE TO CAPTAIN AMERICA--

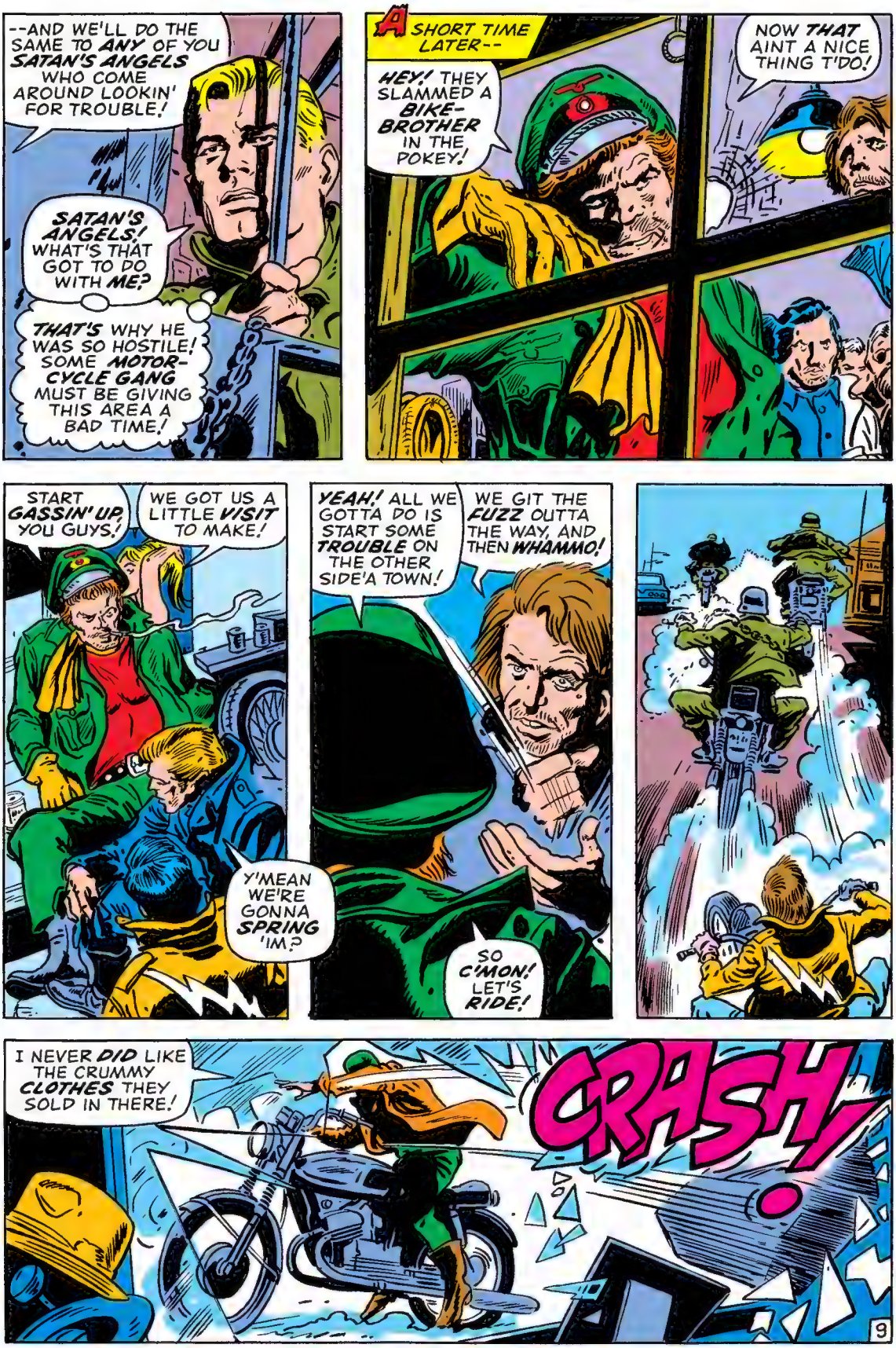

AND GIVE STEVE ROGERS A CHANCE TO MAKE IT!
I MAY NOT FIND ADVENTURE --BUT AT LEAST I'LL FIND-- MYSELF!

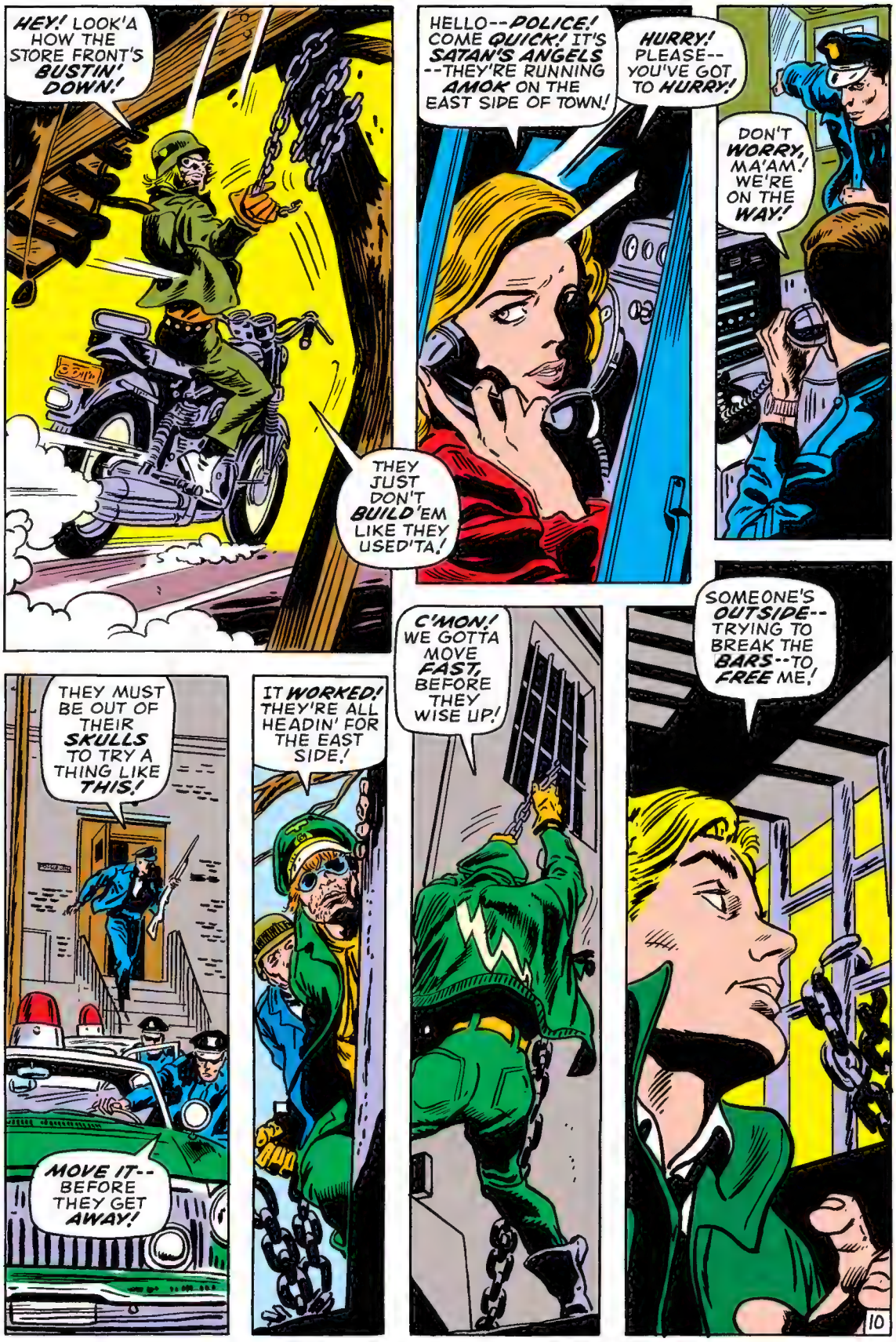

BEEN RIDING FOR HOURS NOW! BETTER STOP FOR SOME CHOW!
ENTERING
COITS NECK
POP. 3000
THIS LOOKS LIKE AS GOOD A TOWN AS ANY!

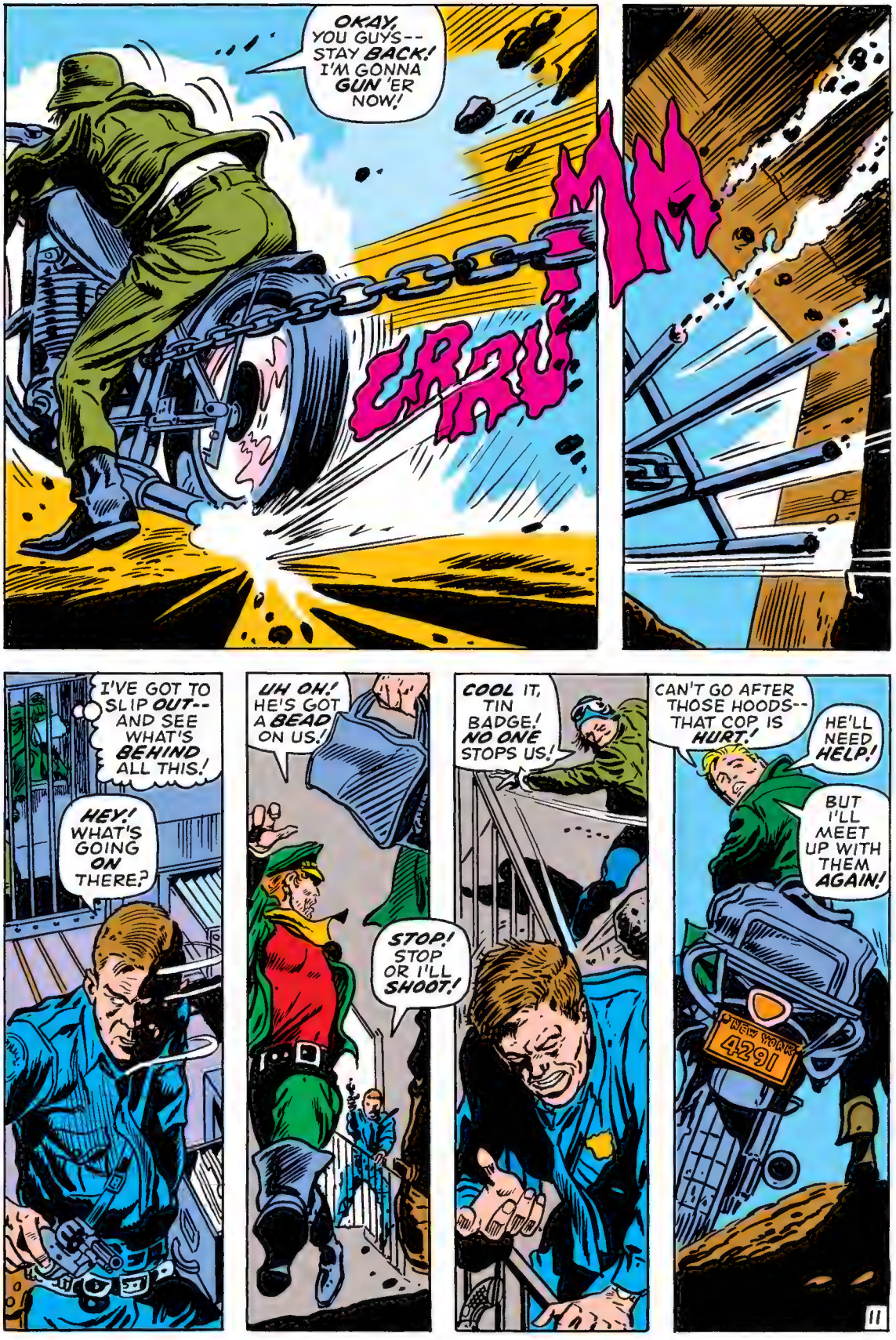
WHY'S HE STOPPING ME? I'M NOT SPEEDING!
7 DAY ROCK FESTIVAL - MONROE PARK -

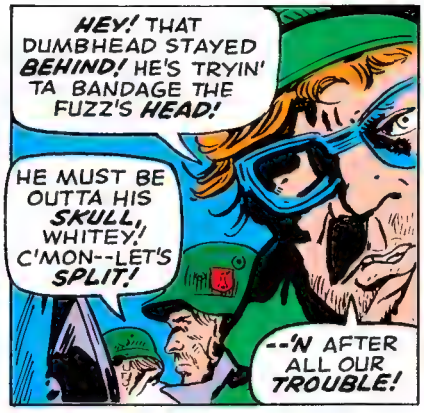
WHERE'S YOUR HELMET, MAC?
HELMET? I--I DIDN'T EVEN THINK OF IT!
THAT'S YOUR HARD LUCK!

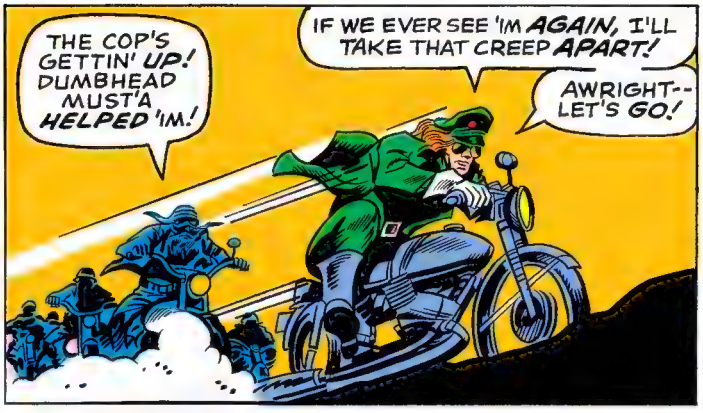
WE GOT NO USE FOR YOU SOUPED-UP HOT SHOTS HERE ANYWAY!
SO GET OFF THAT CYCLE! I'M RUNNIN' YOU IN!

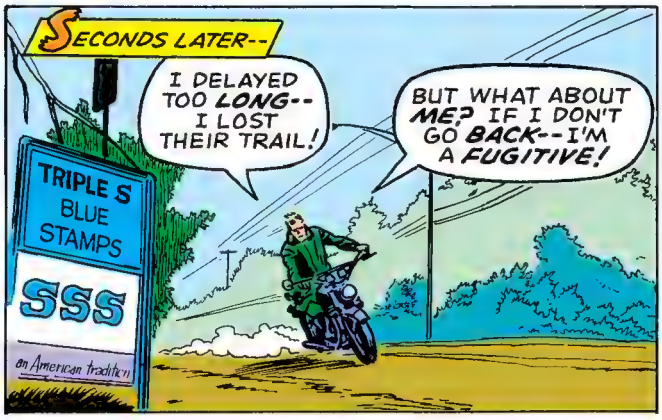

--AND WE'LL DO THE SAME TO ANY OF YOU SATAN'S ANGELS WHO COME AROUND LOOKIN' FOR TROUBLE!
SATAN'S ANGELS! WHAT'S THAT GOT TO DO WITH ME?
THAT'S WHY HE WAS SO HOSTILE! SOME MOTOR-CYCLE GANG MUST BE GIVING THIS AREA A BAD TIME!
A SHORT TIME LATER--
HEY! THEY SLAMMED A BIKE-BROTHER IN THE POKEY!
NOW THAT AINT A NICE THING T'DO!
START GASSIN' UP, YOU GUYS!
WE GOT US A LITTLE VISIT TO MAKE!
Y'MEAN WE'RE GONNA SPRING 'IM?
YEAH! ALL WE GOTTA DO IS START SOME TROUBLE ON THE OTHER SIDE'A TOWN!
WE GIT THE FUZZ OUTTA THE WAY, AND THEN WHAMMO!
SO C'MON! LET'S RIDE!
I NEVER DID LIKE THE CRUMMY CLOTHES THEY SOLD IN THERE!
CRASH!

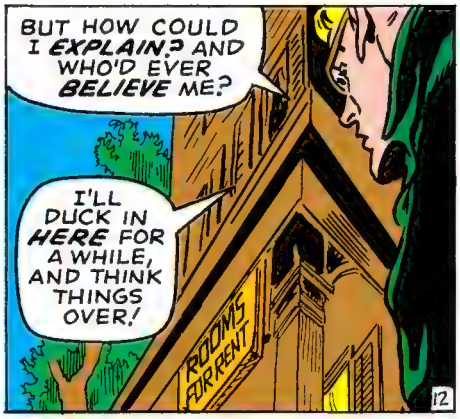

HEY! LOOK'A HOW THE STORE FRONT'S BUSTIN' DOWN!
THEY JUST DON'T BUILD 'EM LIKE THEY USED'TA!
HELLO--POLICE! COME QUICK! IT'S SATAN'S ANGELS --THEY'RE RUNNING AMOK ON THE EAST SIDE OF TOWN!
HURRY! PLEASE-- YOU'VE GOT TO HURRY!
DON'T WORRY, MA'AM! WE'RE ON THE WAY!
THEY MUST BE OUT OF THEIR SKULLS TO TRY A THING LIKE THIS!
MOVE IT-- BEFORE THEY GET AWAY!
IT WORKED! THEY'RE ALL HEADIN' FOR THE EAST SIDE!
C'MON! WE GOTTA MOVE FAST, BEFORE THEY WISE UP!
SOMEONE'S OUTSIDE-- TRYING TO BREAK THE BARS--TO FREE ME!


OKAY, YOU GUYS-- STAY BACK! I'M GONNA GUN 'ER NOW!
CRAU-MM
I'VE GOT TO SLIP OUT-- AND SEE WHAT'S BEHIND ALL THIS!
HEY! WHAT'S GOING ON THERE?
UH OH! HE'S GOT A BEAD ON US!
STOP! STOP OR I'LL SHOOT!
COOL IT, TIN BADGE! NO ONE STOPS US!
CAN'T GO AFTER THOSE HOODS-- THAT COP IS HURT!
HE'LL NEED HELP!
BUT I'LL MEET UP WITH THEM AGAIN!
NEW YORK 4291
11


HEY! THAT DUMBHEAD STAYED BEHIND! HE'S TRYIN' TA BANDAGE THE FUZZ'S HEAD!
HE MUST BE OUTTA HIS SKULL, WHITEY! C'MON--LET'S SPLIT!
--'N AFTER ALL OUR TROUBLE!

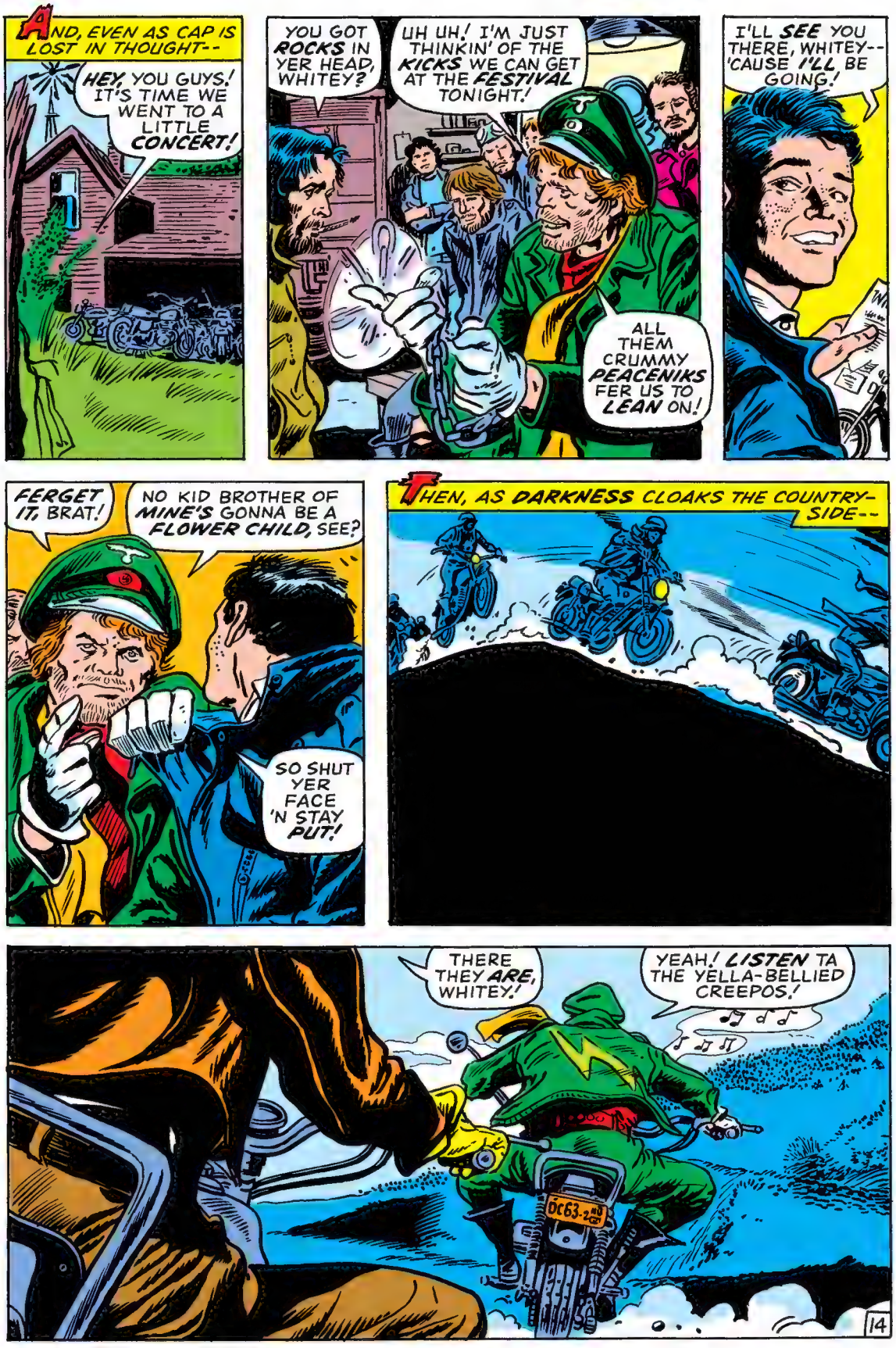

THE COP'S GETTIN' UP! DUMBHEAD MUST'A HELPED 'IM!
IF WE EVER SEE 'IM AGAIN, I'LL TAKE THAT CREEP APART!
AWRIGHT--LET'S GO!

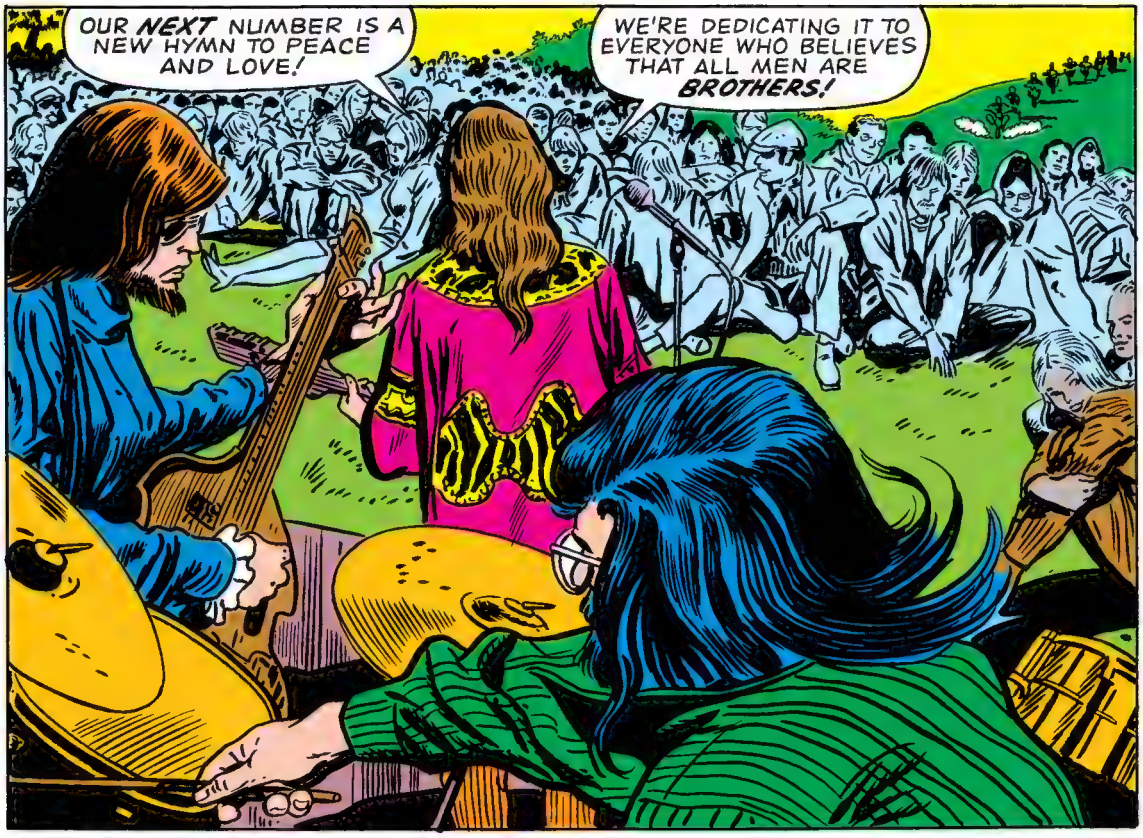

SECONDS LATER--
I DELAYED TOO LONG--I LOST THEIR TRAIL!
BUT WHAT ABOUT ME? IF I DON'T GO BACK--I'M A FUGITIVE!
TRIPLE S BLUE STAMPS
SSS
an American tradition

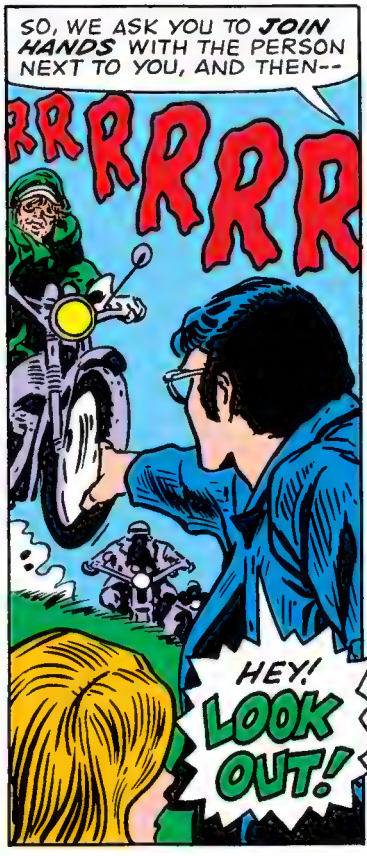

BUT HOW COULD I EXPLAIN? AND WHO'D EVER BELIEVE ME?
I'LL DUCK IN HERE FOR A WHILE, AND THINK THINGS OVER!
ROOMS FOR RENT
12

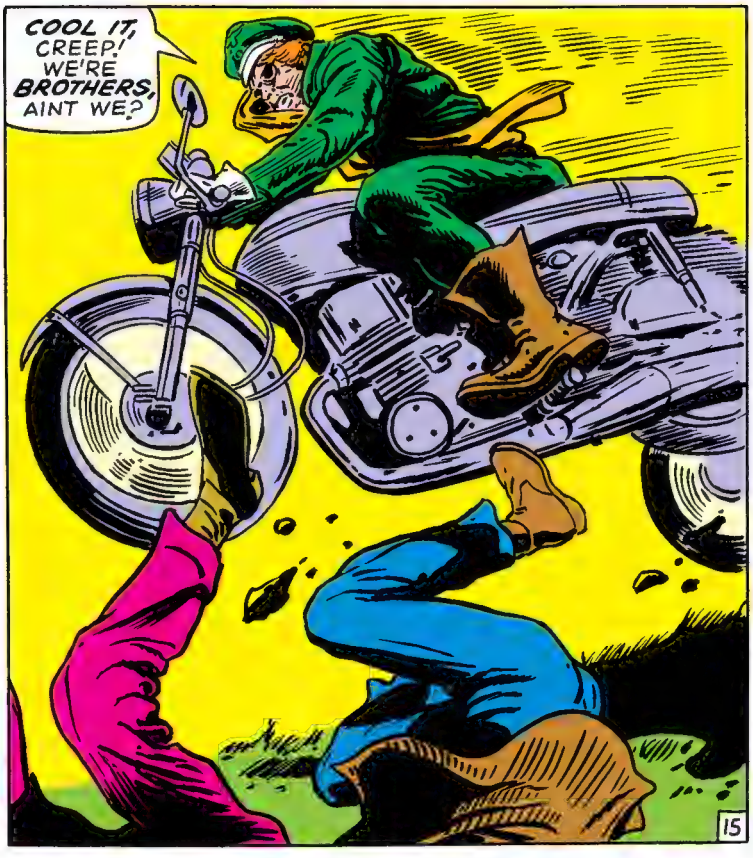
MAYBE I SHOULD LET WELL ENOUGH ALONE! I'LL WAIT TILL NIGHTFALL, AND TAKE OFF AGAIN!
DON'T MISS THE BIG ROCK FESTIVAL! ALL ARE INVITED!
THE COPS CAN HANDLE THOSE HIGH-GEAR COWBOYS--NOBODY'S ASKING ME TO BUTT IN!
ROCK FESTIVAL! HOPE THE ANGELS DON'T GET WIND OF THAT!

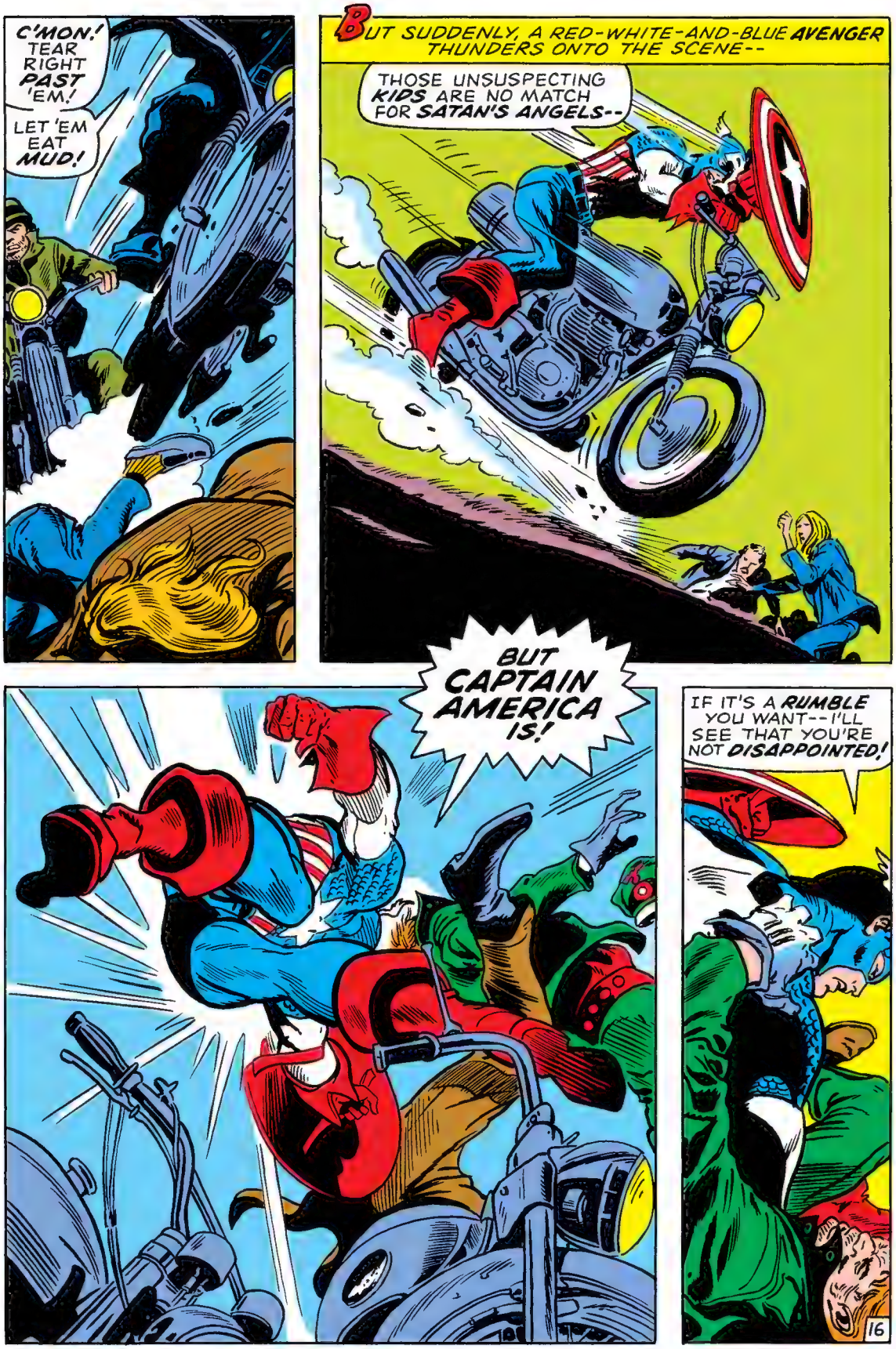
PEACE AND LOVE AND MUSIC FOR ALL! STARTS TOMORROW!
COME ONE, COME ALL!
THOSE MANIACS ON THEIR MOTOR-BIKES COULD CAUSE HAVOC AMONG A CROWD!
7 DAY ROCK FESTIVAL
ROCK FESTIVAL
13


AND, EVEN AS CAP IS LOST IN THOUGHT--
HEY, YOU GUYS! IT'S TIME WE WENT TO A LITTLE CONCERT!
YOU GOT ROCKS IN YER HEAD, WHITEY?
UH UH! I'M JUST THINKIN' OF THE KICKS WE CAN GET AT THE FESTIVAL TONIGHT!
ALL THEM CRUMMY PEACENIKS FER US TO LEAN ON!
I'LL SEE YOU THERE, WHITEY-- 'CAUSE I'LL BE GOING!
FERGET IT, BRAT!
NO KID BROTHER OF MINE'S GONNA BE A FLOWER CHILD, SEE?
SO SHUT YER FACE 'N STAY PUT!
THEN, AS DARKNESS CLOAKS THE COUNTRY-SIDE--
THERE THEY ARE, WHITEY!
YEAH! LISTEN TA THE YELLA-BELLIED CREEPOS!
14


OUR NEXT NUMBER IS A NEW HYMN TO PEACE AND LOVE!
WE'RE DEDICATING IT TO EVERYONE WHO BELIEVES THAT ALL MEN ARE BROTHERS!


SO, WE ASK YOU TO JOIN HANDS WITH THE PERSON NEXT TO YOU, AND THEN--
RRRRRR
HEY! LOOK OUT!


COOL IT, CREEP! WE'RE BROTHERS, AINT WE?


C'MON! TEAR RIGHT PAST 'EM!
LET 'EM EAT MUD!
BUT SUDDENLY, A RED-WHITE-AND-BLUE AVENGER THUNDERS ONTO THE SCENE--
THOSE UNSUSPECTING KIDS ARE NO MATCH FOR SATAN'S ANGELS--
BUT CAPTAIN AMERICA IS!
IF IT'S A RUMBLE YOU WANT--I'LL SEE THAT YOU'RE NOT DISAPPOINTED!

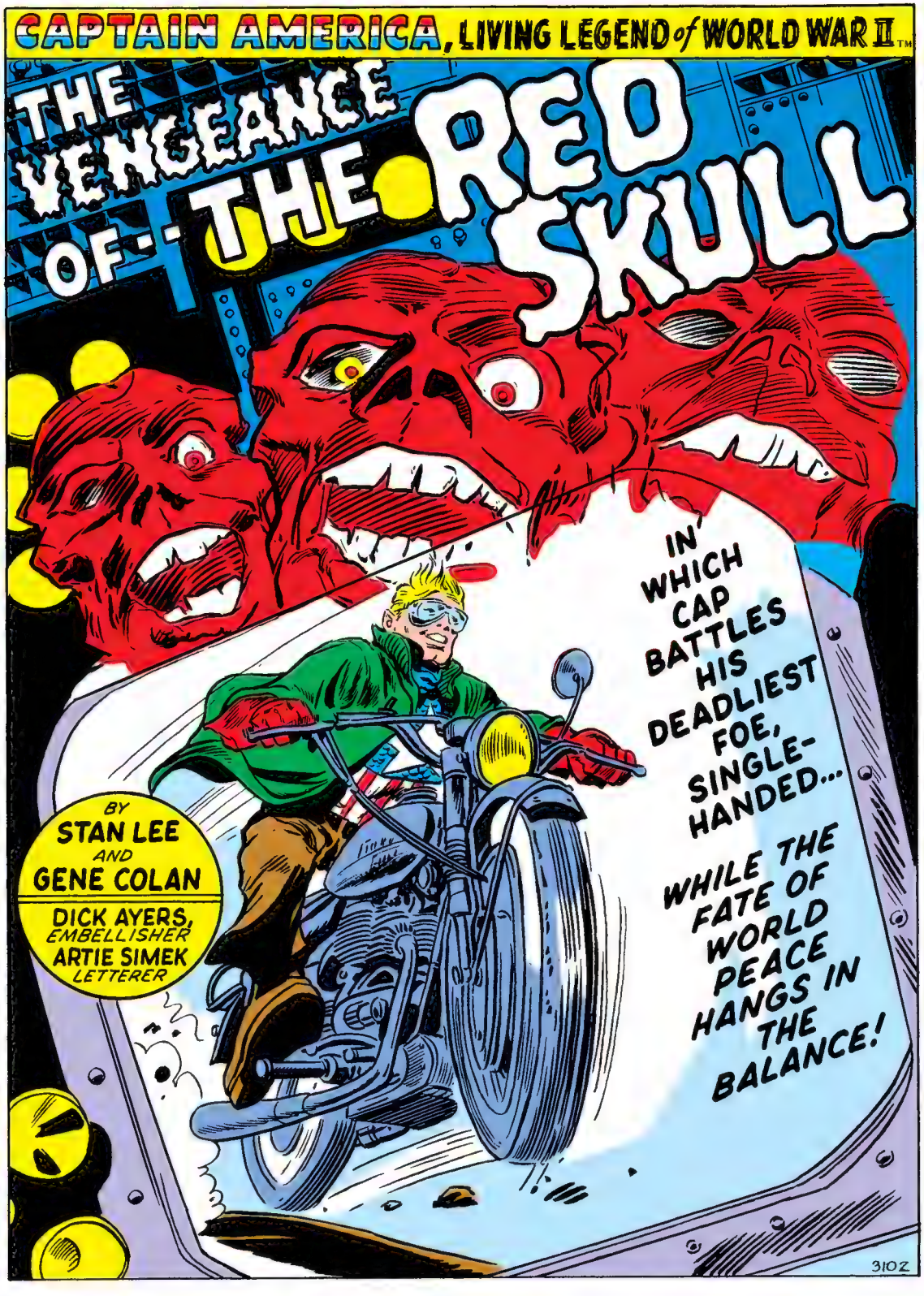
CAP! OVER HERE!
WHA--?
YOU SHOULDN'T'A TURNED, BIG MAN! I THOUGHT YA WUZ SMARTER THAN TA FALL FER A TRICK LIKE THAT!
YOU'RE THE SMART ONE, LOUDMOUTH!
ME, I'M JUST A LITTLE OL' COUNTRY BOY!
OR HAVEN'T YOU NOTICED?
ZONNNG!
ANGELS! DON'T JUST STAND THERE! HELP ME TAKE 'IM!
THE MORE THE MERRIER, PUNK!
NO MATTER HOW SHARP YA ARE--
YA CAN'T HANDLE US ALL!
MAN! WOTTA REP THIS'LL GIVE US!
WE'RE GONNA FLATTEN CAPTAIN AMERICA!

ZANNG!
THONNG!
BTOKK!
STAY WITH IT! HE CAN'T STOP US ALL!
BUT IT'S FUN TRYING!
WHAT'S WITH US? WHY ARE WE JUST STANDIN' AROUND?
CAP NEEDS HELP!
CORNBALL OR NOT-- HE'S FIGHTING FOR US!
AND HE'S NOT GONNA DO IT ALONE!
LET'S GO!
PTOOM
BEHIND ME--A CYCLE'S ROAR!
TAKE COVER, KIDS! THIS IS FOR REAL!
I'LL GET 'IM! I'LL GET 'IM!
NO ONE PUTS WHITEY DOWN!
I DODGED HIM-- JUST IN TIME!
HE'S LIKE A MADMAN! HE'S GOT TO BE STOPPED!

YOU'RE SUPPOSED TA BE A REAL HOT SHOT, HUH?
OKAY! HERE'S YER CHANCE TA PROVE IT!
ONLY ONE OF US IS WALKIN' AWAY FROM THIS, MAN!
AND IT AINT GONNA BE YOU!
YOU TALK TOO MUCH, WHITEY! YOUR TIMING'S ALL OFF!
HE'S HOMICIDAL! I'VE GOT TO GET HIM AWAY FROM THE CROWD!
WHITEY! WHAT ARE YOU DOIN'? STOP IT--STOP!!
I ALWAYS FIGURED YOU WERE WILD--BUT NOT LIKE THAT! NOT LIKE THAT!
AWRIGHT, BIG MAN-- THIS IS PAY DIRT!!
YOU KNOW IT, PUNK!
SLANG!

WHITEY! STAY WITH YOUR CYCLE! DON'T LET IT FLY INTO THE CROWD!
WHO CARES ABOUT THEM? I'M CUTTIN' OUT--YOU'LL NEVER CATCH ME!
IT'S OUTTA CONTROL! IT'S GONNA HIT SOMEONE!
THAT BOY! SOMEONE GET THAT BOY!!
IT'S THE KID! IT'S DICKIE--MY BROTHER! THE CYCLE HIT MY BROTHER!
IF--ANYTHING HAPPENED TO 'IM--IT'S ME!! I DID IT! I DID IT!
HE'S STILL ALIVE--BUT HE NEEDS A DOCTOR!
YOU'D BETTER PRAY, WHITEY --LIKE YOU NEVER PRAYED BEFORE!
I DIDN'T MEAN IT! I SWEAR--I DIDN'T MEAN IT!
THE LAW WILL PUNISH YOU, BUT NEVER AS MUCH AS THIS MEMORY--WHICH WILL HAUNT YOU FOREVER!
I KNOW WHAT A CURSE THAT CAN BE!
CLICK!
AT LAST I'VE FOUND MY MOST HATED ENEMY! HE'LL NEVER ESCAPE ME AGAIN!
NEXT
THE VENGEANCE OF THE RED SKULL!
20

CAPT. AMERICA
15¢
129
SEPT
APPROVED BY THE COMICS CODE AUTHORITY
CAPTAIN AMERICA
MARVEL COMICS GROUP
THE VENGEANCE OF THE RED SKULL!
CAN'T REACH IT! THAT MEANS-- THE SKULL WINS OUT!
ACTION-LOVERS! THIS ONE'S FOR YOU!


CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II TM
THE VENGEANCE OF THE RED SKULL
IN WHICH CAP BATTLES HIS DEADLIEST FOE, SINGLE-HANDED...
WHILE THE FATE OF WORLD PEACE HANGS IN THE BALANCE!
BY STAN LEE AND GENE COLAN
DICK AYERS, EMBELLISHER
ARTIE SIMEK LETTERER
3102

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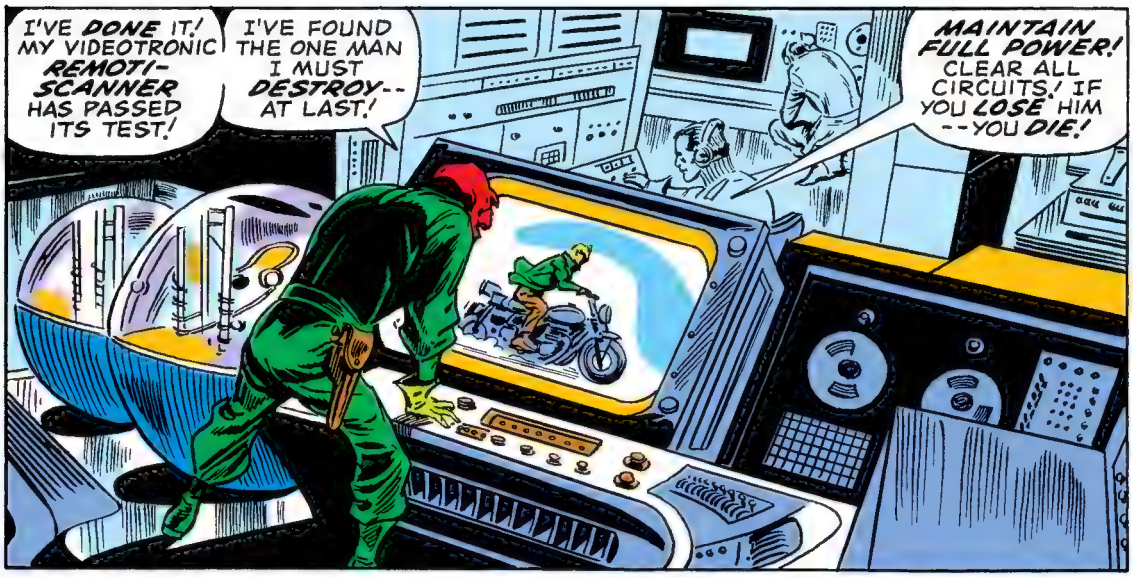
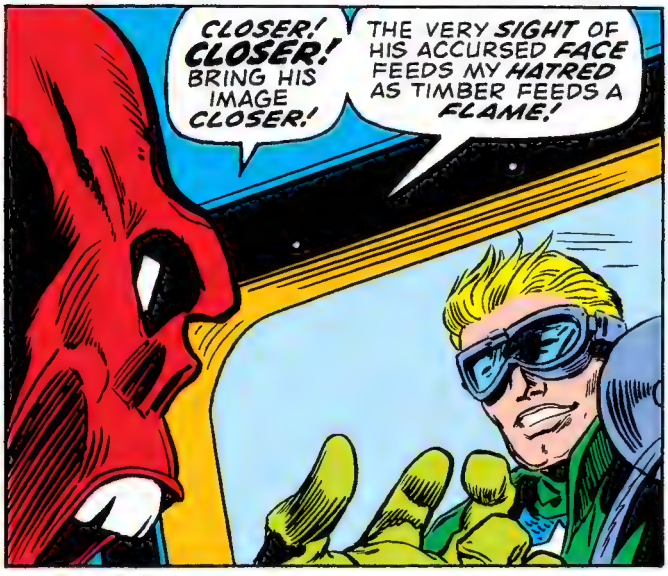
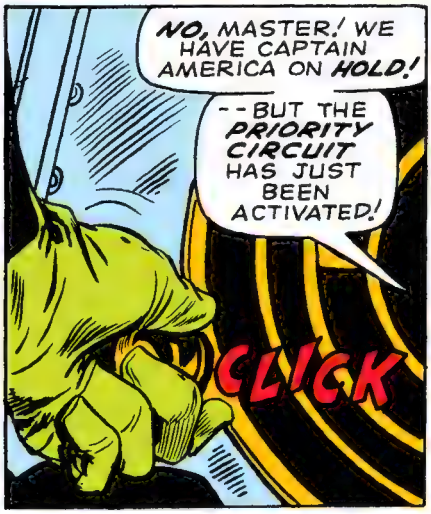
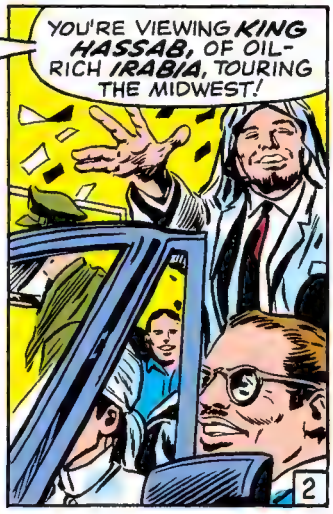

I'VE DONE IT! MY VIDEOTRONIC REMOTI-SCANNER HAS PASSED ITS TEST!
I'VE FOUND THE ONE MAN I MUST DESTROY-- AT LAST!
MAINTAIN FULL POWER! CLEAR ALL CIRCUITS! IF YOU LOSE HIM --YOU DIE!


CLOSER! CLOSER! BRING HIS IMAGE CLOSER!
THE VERY SIGHT OF HIS ACCURSED FACE FEEDS MY HATRED AS TIMBER FEEDS A FLAME!

WHAT'S THIS,? FOOLS! IF YOU'VE LOST HIM, THE RED SKULL WILL--
BZZZ
BZZZ

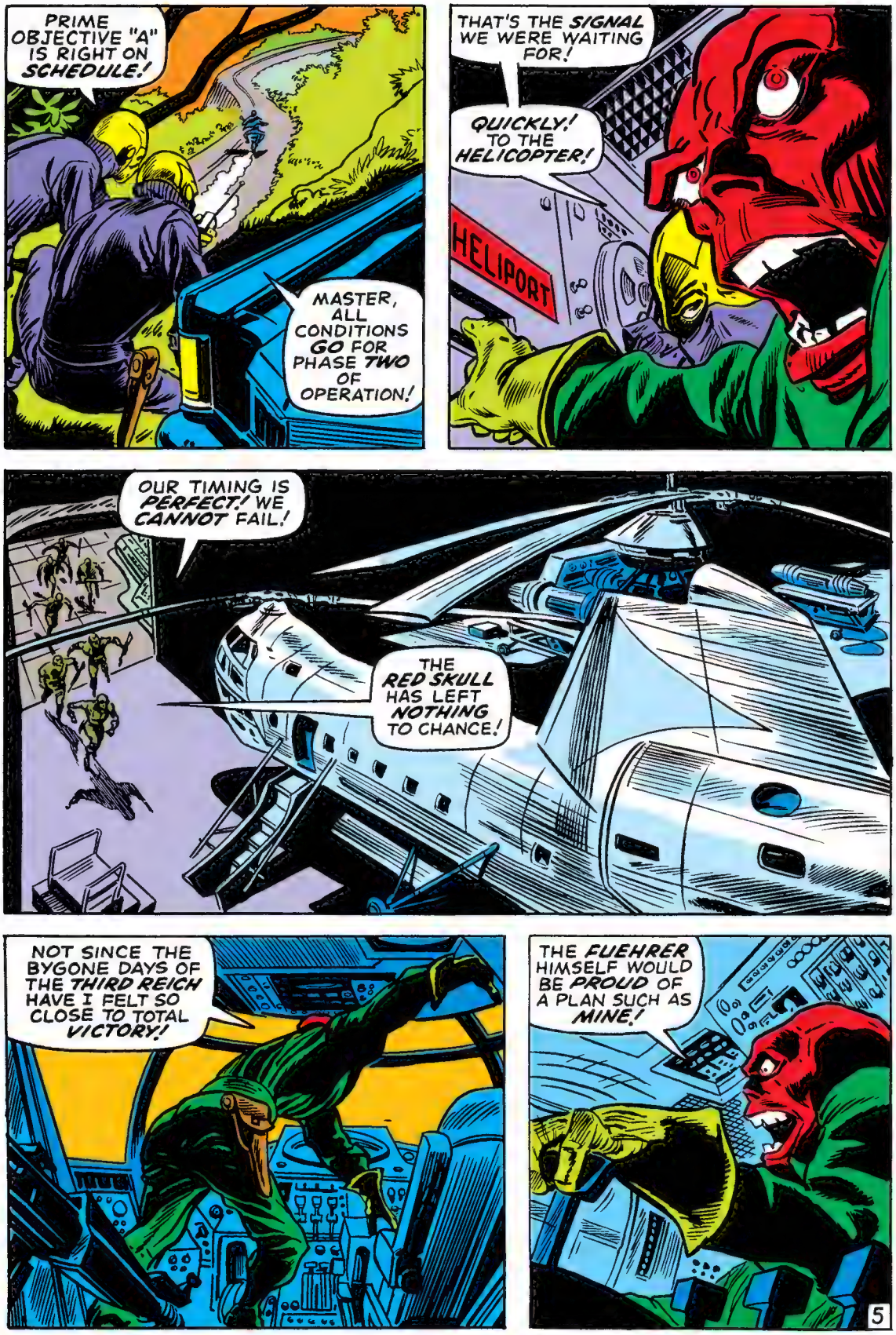

NO, MASTER! WE HAVE CAPTAIN AMERICA ON HOLD!
--BUT THE PRIORITY CIRCUIT HAS JUST BEEN ACTIVATED!
CLICK

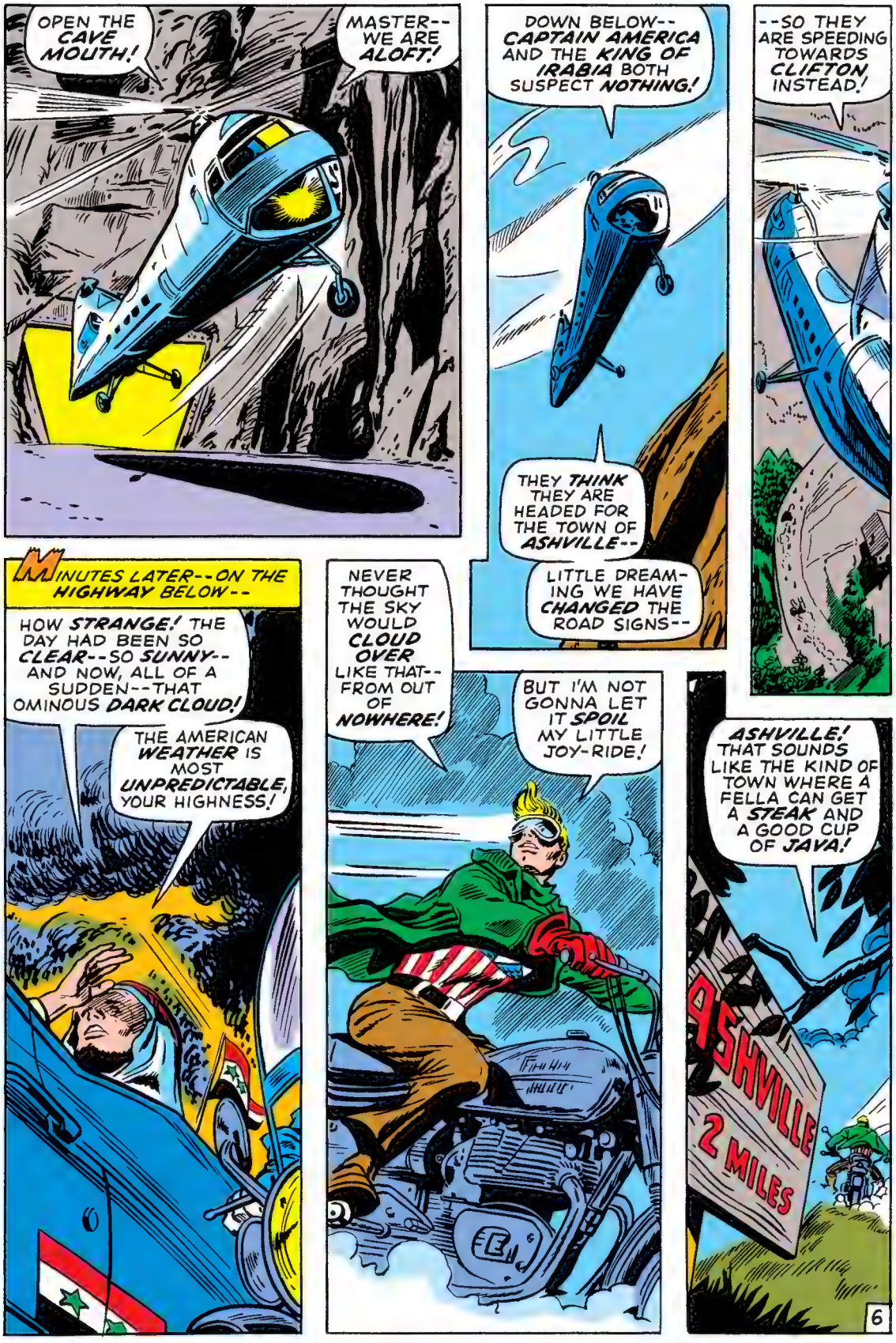
OUR AGENTS IN THE FIELD HAVE ZEROED-IN ON PRIME OBJECTIVE B!

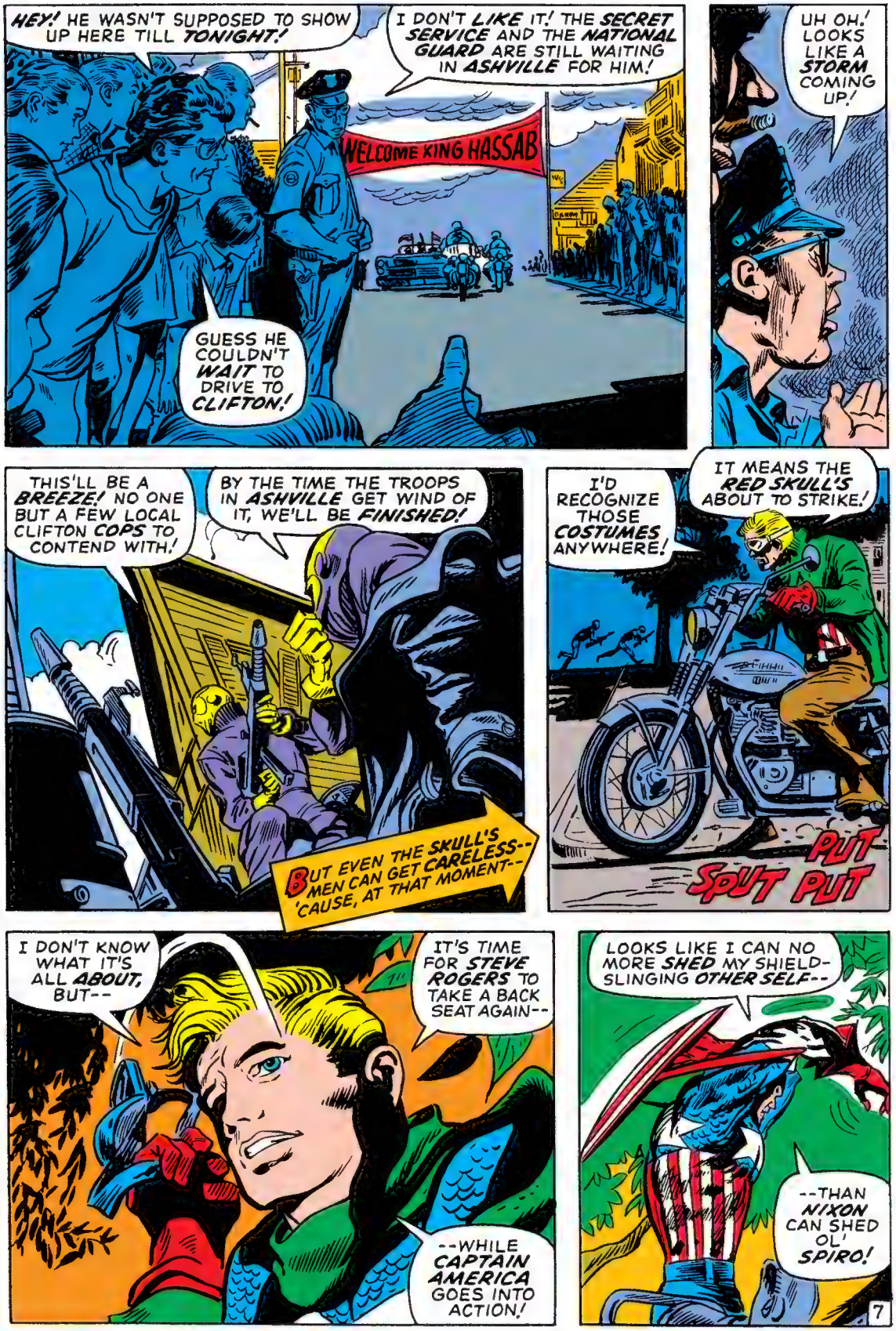

YOU'RE VIEWING KING HASSAB, OF OIL-RICH IRABIA, TOURING THE MIDWEST!
2

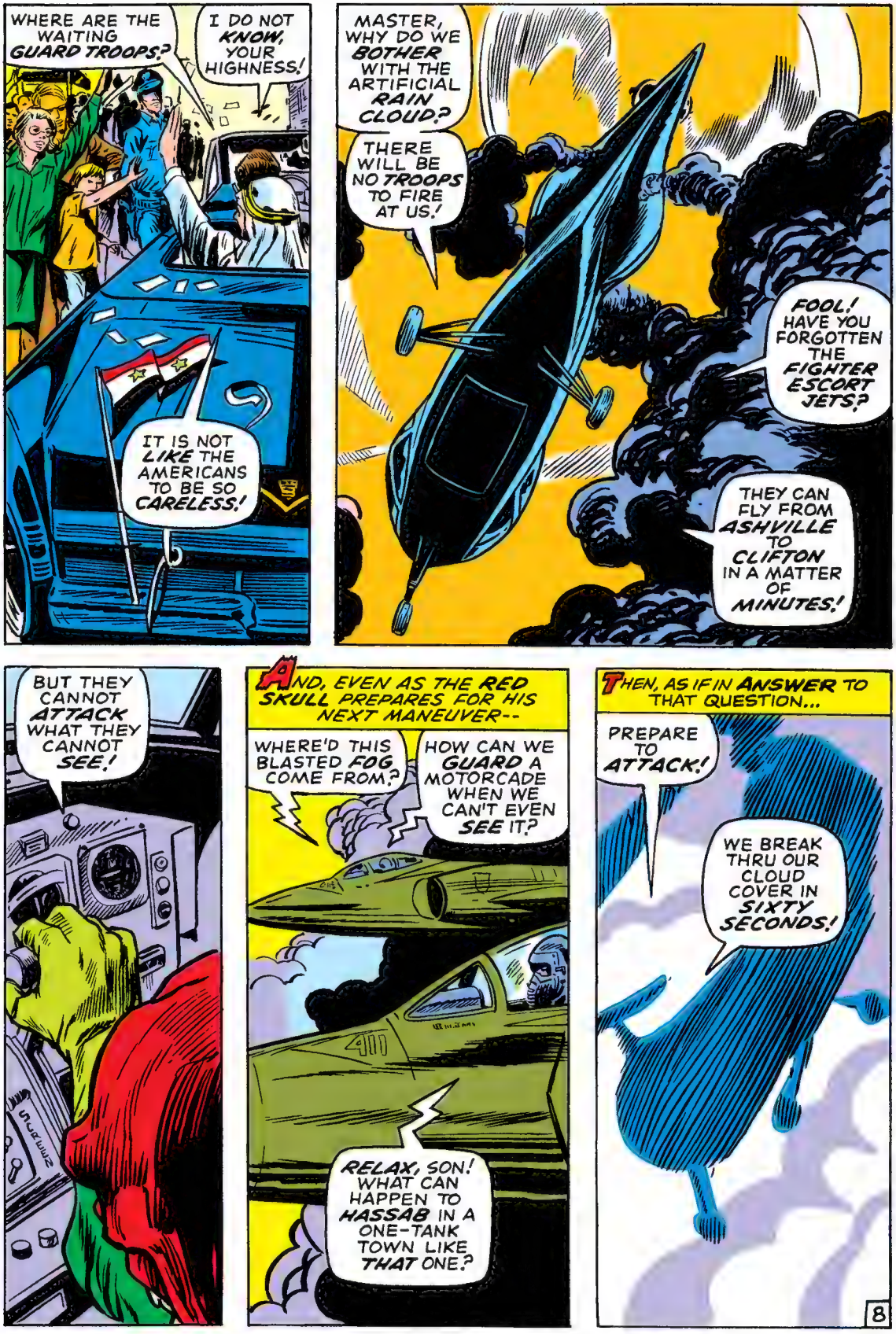
JUST AS YOU PLANNED, MASTER! BOTH COORDINATES ARE LESS THAN FIFTY MILES APART!
THAT MEANS I CANNOT FAIL!
BEFORE THE DAY IS ENDED-- THE ENTIRE WORLD WILL BE PLUNGED INTO TOTAL WAR!
A WAR THAT WILL LEAVE ALL MAJOR POWERS BROKEN --AND HELPLESS!
THUS, THE WORLD WILL FALL EASY PREY TO THE MERCILESS FORCES OF THE RED SKULL!
QUICKLY, YOU DOLT! SUMMON MY WAITING FIELD AGENTS!
THE TIME HAS COME FOR US TO STRIKE!
YES, MASTER! THE HIGHWAY SIGNS WILL BE SWITCHED --EXACTLY AS YOU'VE ORDERED!
WILL YOU PLEASE REPEAT CAPTAIN AMERICA'S LOCATION-- AND RATE OF SPEED?
SECONDS LATER--
THE SKULL HAS GIVEN YOU YOUR ORDERS! NOW OBEY THEM!
DEATH TO ANY MAN WHO FAILS!
WE'RE JUST IN TIME!
THE SHIELD-SLINGER WON'T REACH THIS SPOT FOR ANOTHER FIVE MINUTES!
AND WHEN HE DOES, HE'LL NEVER SUSPECT THAT THE HIGHWAY SIGN WAS CHANGED!

FIVE MINUTES LATER, EXACTLY AS CALCULATED
MMMMM BOY! THIS IS THE LIFE!
NO MORE WORRIES-- NO ROMANTIC HANG-UPS-- NO NOTHING!
JUST MY WHIRLING WHEELS-- AND THE OPEN ROAD AHEAD OF ME!
DON'T EVEN HAVE TO WEAR MY MASK--
--'CAUSE NO ONE COULD RECOGNIZE ME AT THIS SPEED --AND UNDER THESE GOGGLES I'M WEARING!
FUNNY--I THOUGHT ROUTE 20 WAS IN THE OTHER DIRECTION!
BUT HECK-- WHAT DIFFERENCE DOES IT MAKE?
ALAS, IT'LL MAKE FAR MORE DIFFERENCE THAN CAP CAN POSSIBLY SUSPECT--!
ROUTE 20
FOR, AT THAT VERY MOMENT--
STRANGE--I DID NOT KNOW THIS WAS THE ROUTE TO ASHVILLE!
SURELY THE ROAD SIGNS WOULD NOT LIE!
IS EVERYTHING SATISFACTORY SO FAR, YOUR HIGHNESS?
INDEED! I FIND AMERICA A MOST FASCINATING LAND!


PRIME OBJECTIVE "A" IS RIGHT ON SCHEDULE!
MASTER, ALL CONDITIONS GO FOR PHASE TWO OF OPERATION!
THAT'S THE SIGNAL WE WERE WAITING FOR!
QUICKLY! TO THE HELICOPTER!
HELIPORT
OUR TIMING IS PERFECT! WE CANNOT FAIL!
THE RED SKULL HAS LEFT NOTHING TO CHANCE!
NOT SINCE THE BYGONE DAYS OF THE THIRD REICH HAVE I FELT SO CLOSE TO TOTAL VICTORY!
THE FUEHRER HIMSELF WOULD BE PROUD OF A PLAN SUCH AS MINE!

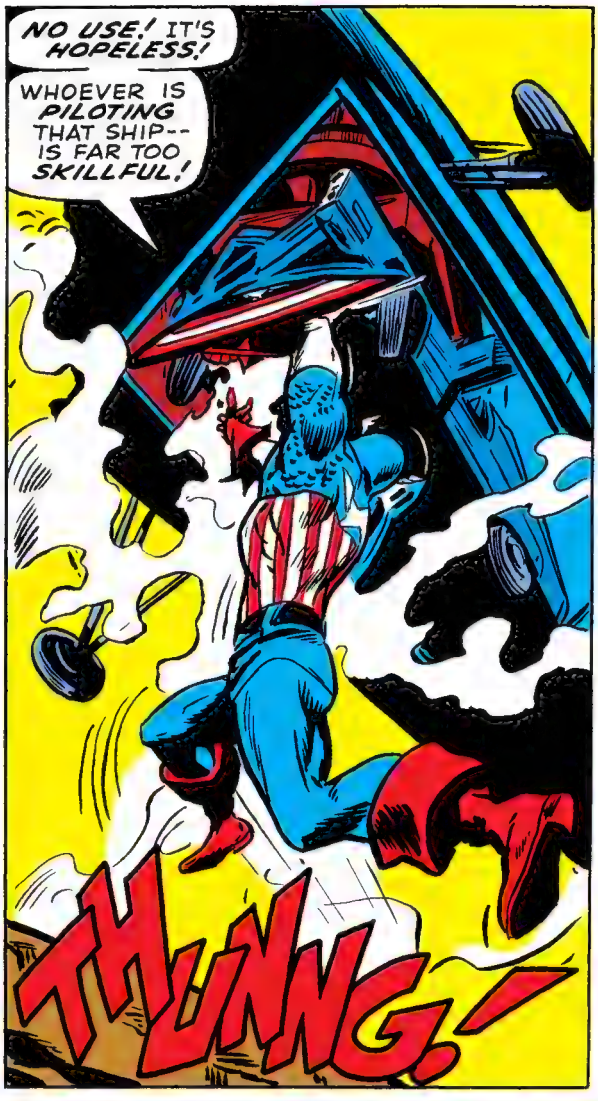

OPEN THE CAVE MOUTH!
MASTER--WE ARE ALOFT!
DOWN BELOW--CAPTAIN AMERICA AND THE KING OF IRABIA BOTH SUSPECT NOTHING!
THEY THINK THEY ARE HEADED FOR THE TOWN OF ASHVILLE--
LITTLE DREAMING WE HAVE CHANGED THE ROAD SIGNS--
--SO THEY ARE SPEEDING TOWARDS CLIFTON INSTEAD!
MINUTES LATER--ON THE HIGHWAY BELOW--
HOW STRANGE! THE DAY HAD BEEN SO CLEAR--SO SUNNY--AND NOW, ALL OF A SUDDEN--THAT OMINOUS DARK CLOUD!
THE AMERICAN WEATHER IS MOST UNPREDICTABLE, YOUR HIGHNESS!
NEVER THOUGHT THE SKY WOULD CLOUD OVER LIKE THAT--FROM OUT OF NOWHERE!
BUT I'M NOT GONNA LET IT SPOIL MY LITTLE JOY-RIDE!
ASHVILLE! THAT SOUNDS LIKE THE KIND OF TOWN WHERE A FELLA CAN GET A STEAK AND A GOOD CUP OF JAVA!
ASHVILLE 2 MILES

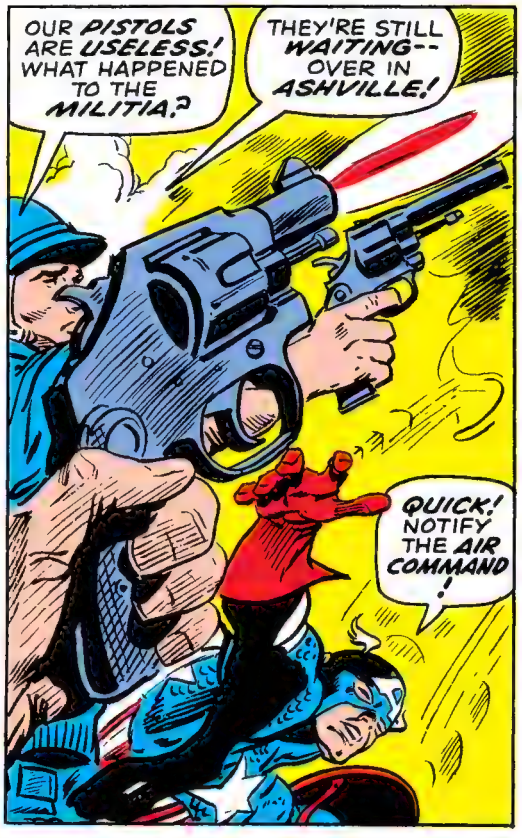

HEY! HE WASN'T SUPPOSED TO SHOW UP HERE TILL TONIGHT!
I DON'T LIKE IT! THE SECRET SERVICE AND THE NATIONAL GUARD ARE STILL WAITING IN ASHVILLE FOR HIM!
WELCOME KING HASSAB
GUESS HE COULDN'T WAIT TO DRIVE TO CLIFTON!
UH OH! LOOKS LIKE A STORM COMING UP!
THIS'LL BE A BREEZE! NO ONE BUT A FEW LOCAL CLIFTON COPS TO CONTEND WITH!
BY THE TIME THE TROOPS IN ASHVILLE GET WIND OF IT, WE'LL BE FINISHED!
BUT EVEN THE SKULL'S MEN CAN GET CARELESS-- 'CAUSE, AT THAT MOMENT--
I'D RECOGNIZE THOSE COSTUMES ANYWHERE!
IT MEANS THE RED SKULL'S ABOUT TO STRIKE!
PUT
SPUT PUT
I DON'T KNOW WHAT IT'S ALL ABOUT, BUT--
IT'S TIME FOR STEVE ROGERS TO TAKE A BACK SEAT AGAIN--
--WHILE CAPTAIN AMERICA GOES INTO ACTION!
LOOKS LIKE I CAN NO MORE SHED MY SHIELD-SLINGING OTHER SELF--
--THAN NIXON CAN SHED OL' SPIRO!


WHERE ARE THE WAITING GUARD TROOPS?
I DO NOT KNOW, YOUR HIGHNESS!
IT IS NOT LIKE THE AMERICANS TO BE SO CARELESS!
MASTER, WHY DO WE BOTHER WITH THE ARTIFICIAL RAIN CLOUD?
THERE WILL BE NO TROOPS TO FIRE AT US!
FOOL! HAVE YOU FORGOTTEN THE FIGHTER ESCORT JETS?
THEY CAN FLY FROM ASHVILLE TO CLIFTON IN A MATTER OF MINUTES!
BUT THEY CANNOT ATTACK WHAT THEY CANNOT SEE!
AND, EVEN AS THE RED SKULL PREPARES FOR HIS NEXT MANEUVER--
WHERE'D THIS BLASTED FOG COME FROM?
HOW CAN WE GUARD A MOTORCADE WHEN WE CAN'T EVEN SEE IT?
RELAX, SON! WHAT CAN HAPPEN TO HASSAB IN A ONE-TANK TOWN LIKE THAT ONE?
THEN, AS IF IN ANSWER TO THAT QUESTION...
PREPARE TO ATTACK!
WE BREAK THRU OUR CLOUD COVER IN SIXTY SECONDS!
8

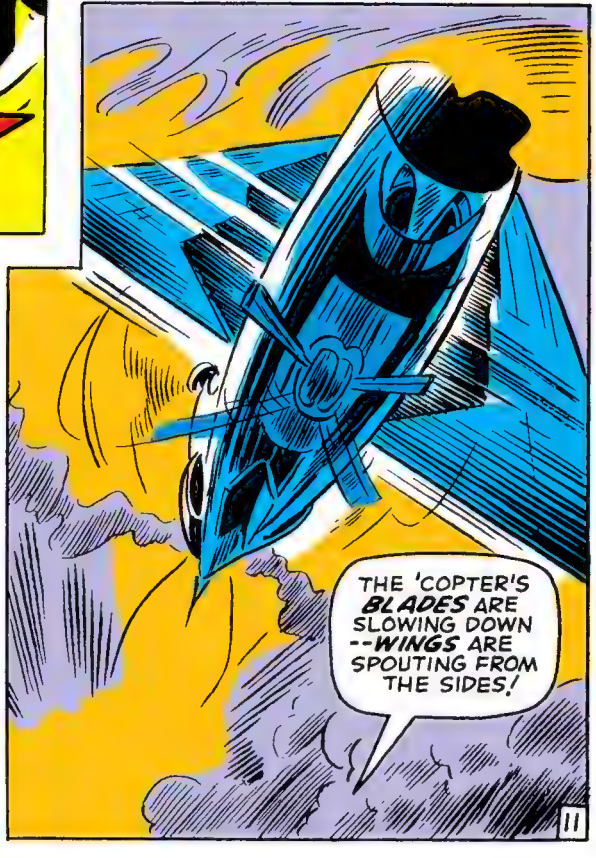
WHILE, ON THE GROUND...
WE'VE GOT SIXTY SECONDS! THIS IS IT!
THEY'RE HEADING FOR THE PASSING MOTOR-CADE!
FREEZE! ONE MOVE AND WE FIRE!
ARE YOU MAD? DO YOU KNOW WHO THIS IS?
HARM A HAIR OF HIS HEAD--AND YOU CAN PLUNGE THE WORLD INTO WAR!
BE SILENT! JUST DO AS I TELL YOU, OR YOU PERISH RIGHT HERE!
WHERE IS THE SECRET SERVICE? WHY AM I SO UNPROTECTED?
C'MON--OUT OF THAT CAR! I MEAN NOW!
LOOK! THAT CLOUD--IT'S GETTING LOWER--ALMOST COVERING US!
CAN'T WAIT ANY LONGER!
IF I MISS--IT'S BYE BYE HASSAB!
BUT I HAVE TO CHANCE IT!
9

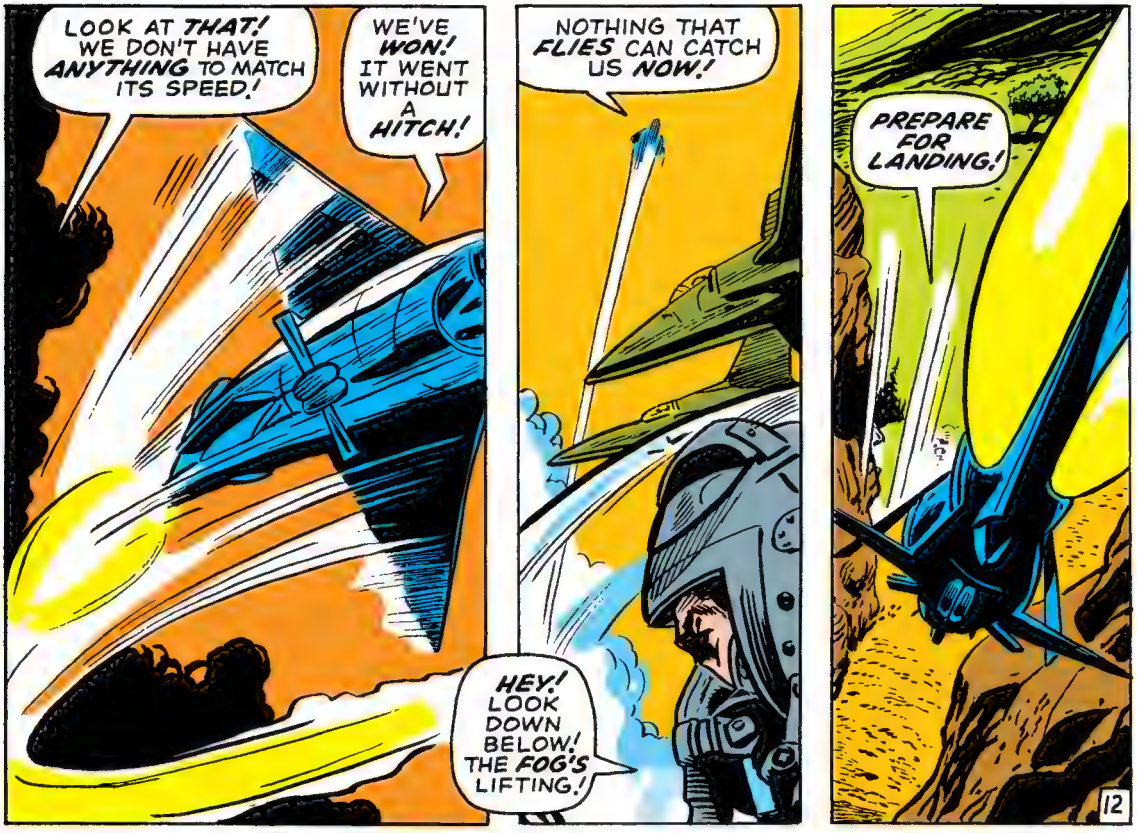
WHA--? MY GUN!
ZONG!
CAPTAIN AMERICA! BUT-- HOW--?
I'LL WRITE YOU A LETTER!
LOOK, YOUR HIGHNESS-- ABOVE US!
BY THE BEARD OF ALLAH! WHAT CAN IT BE?
A GIANT, AIRBORNE MAGNET-- HOVERING RIGHT OVER US!
JUMP! GET OUT OF THE CAR-- QUICK!
TOO LATE! IT--IT IS RISING! --BEING DRAWN UPWARD!
NO!
HAVE TO STOP IT! IF THEY CAPTURE THE KING--
UNHH! RISING TOO FAST --I--I CAN'T REACH IT!
BUT--IF I SPRING --FROM THE ROOF OF A CAR--
10

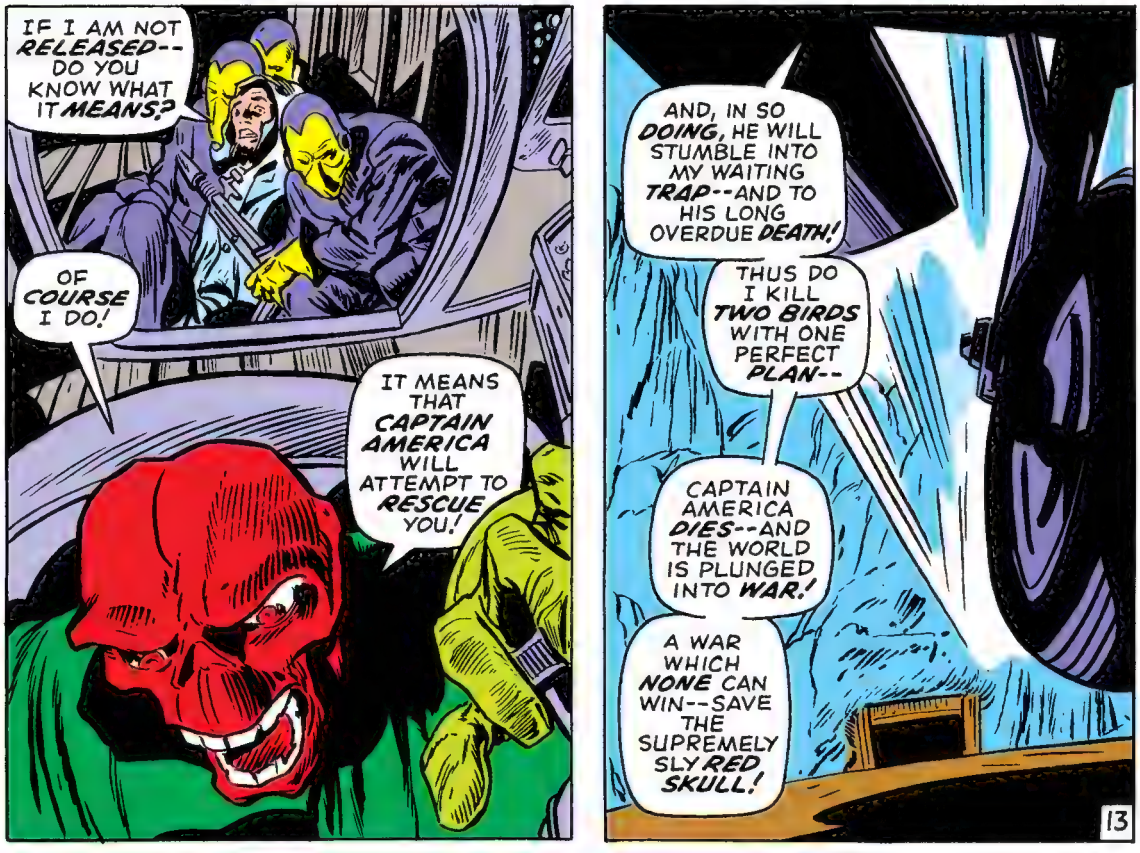

NO USE! IT'S HOPELESS!
WHOEVER IS PILOTING THAT SHIP-- IS FAR TOO SKILLFUL!
THUNNG!


OUR PISTOLS ARE USELESS! WHAT HAPPENED TO THE MILITIA?
THEY'RE STILL WAITING-- OVER IN ASHVILLE!
QUICK! NOTIFY THE AIR COMMAND!

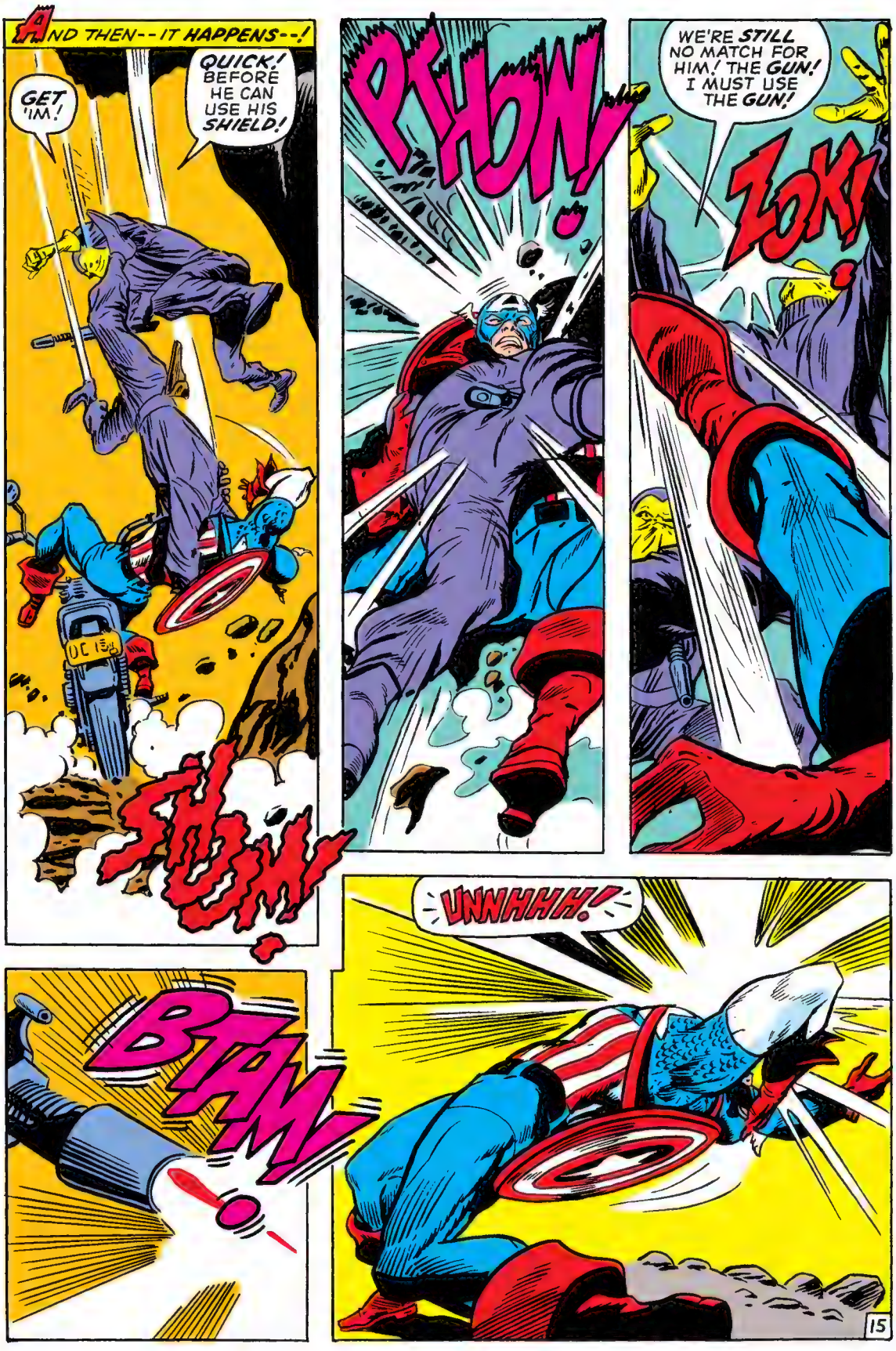
THEY'VE ALREADY BEEN ALERTED! THERE SHOULD BE JETS ABOVE US RIGHT NOW!
EVEN THEY MAY NOT HELP! LOOK!

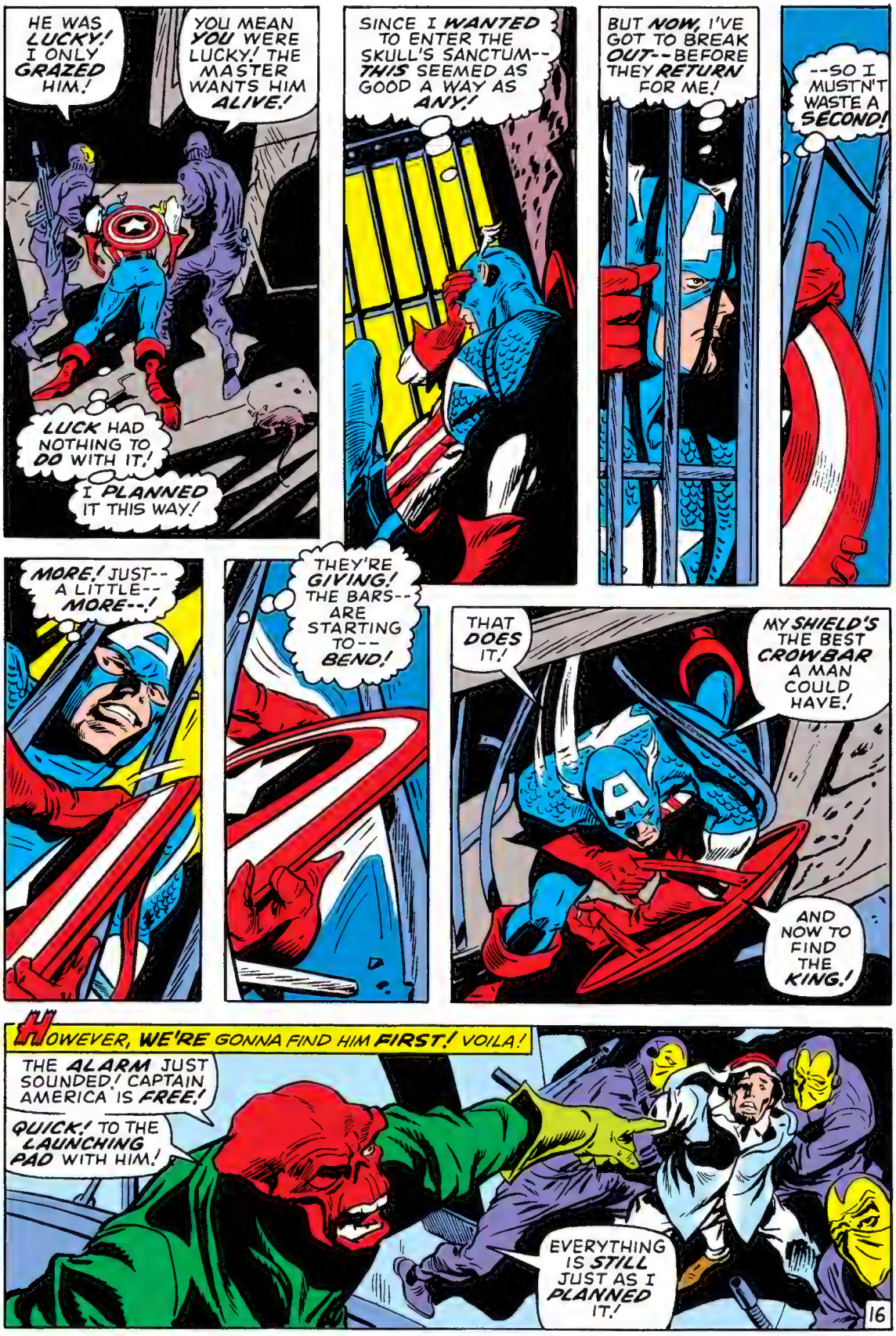

THE 'COPTER'S BLADES ARE SLOWING DOWN --WINGS ARE SPOUTING FROM THE SIDES!


LOOK AT THAT! WE DON'T HAVE ANYTHING TO MATCH ITS SPEED!
WE'VE WON! IT WENT WITHOUT A HITCH!
NOTHING THAT FLIES CAN CATCH US NOW!
HEY! LOOK DOWN BELOW! THE FOG'S LIFTING!
PREPARE FOR LANDING!
12

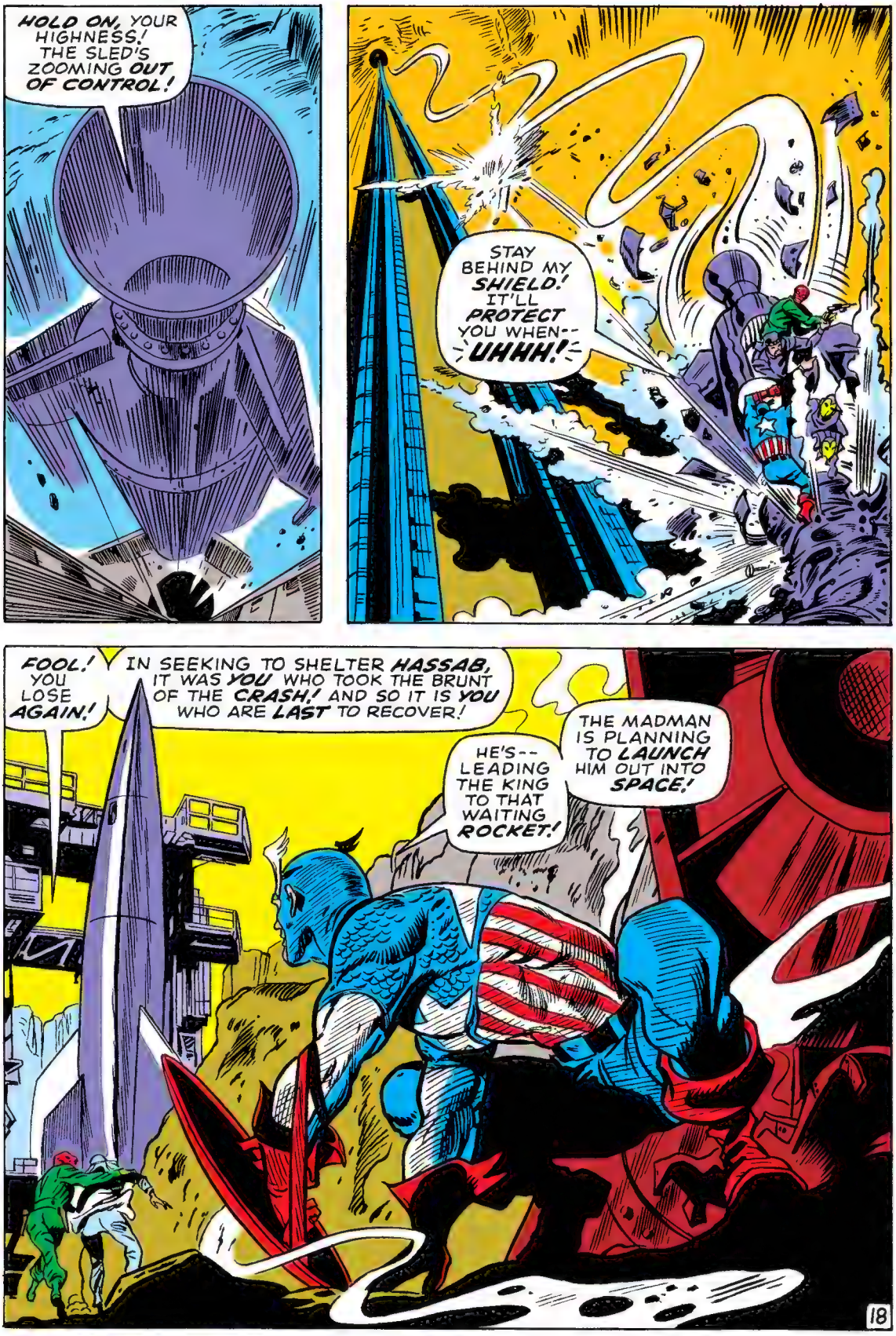

IF I AM NOT RELEASED-- DO YOU KNOW WHAT IT MEANS?
OF COURSE I DO!
IT MEANS THAT CAPTAIN AMERICA WILL ATTEMPT TO RESCUE YOU!
AND, IN SO DOING, HE WILL STUMBLE INTO MY WAITING TRAP--AND TO HIS LONG OVERDUE DEATH!
THUS DO I KILL TWO BIRDS WITH ONE PERFECT PLAN--
CAPTAIN AMERICA DIES--AND THE WORLD IS PLUNGED INTO WAR!
A WAR WHICH NONE CAN WIN--SAVE THE SUPREMELY SLY RED SKULL!
13

THINGS ARE GETTING CLEARER NOW!
THE SKULL HAD HIS AGENTS SWITCH THE ROAD SIGN!
THAT'S WHY THE KING REACHED CLIFTON BEFORE HIS MILITARY ESCORT!
WELL, I'VE SEEN TO IT THAT THERE ARE TWO AGENTS WHO'LL NEVER SERVE THE SKULL AGAIN!
BUT THE TOUGHEST JOB IS STILL AHEAD! I'VE GOT TO FIND THE KING!
IF ANY HARM SHOULD COME TO HASSAB, NOTHING CAN PREVENT A WAR--
WHICH IS PROBABLY THE SKULL'S OBJECTIVE!
THAT'S IT, YOU UNSUSPECTING FOOL! FASTER-- FASTER! JUST A LITTLE BIT FURTHER!
BY CALCULATING THE 'COPTER'S KNOWN FUEL CONSUMPTION-- AND ITS DIRECTION OF FLIGHT--IT HAD TO BE HEADING SOMEWHERE TOWARDS THESE PEAKS!
THE SKULL MUST KNOW I'D FOLLOW-- SO HE'S PROBABLY LYING IN WAIT FOR ME!
--WHICH JUST ISN'T ABOUT TO STOP ME NOW!


AND THEN--IT HAPPENS--!
GET 'IM!
QUICK! BEFORE HE CAN USE HIS SHIELD!
VROOM!
PTHON!
WE'RE STILL NO MATCH FOR HIM! THE GUN! I MUST USE THE GUN!
ZOK!
BTAM!
UNNHHH!
15


HE WAS LUCKY! I ONLY GRAZED HIM!
YOU MEAN YOU WERE LUCKY! THE MASTER WANTS HIM ALIVE!
LUCK HAD NOTHING TO DO WITH IT!
I PLANNED IT THIS WAY!
SINCE I WANTED TO ENTER THE SKULL'S SANCTUM-- THIS SEEMED AS GOOD A WAY AS ANY!
BUT NOW, I'VE GOT TO BREAK OUT--BEFORE THEY RETURN FOR ME!
--SO I MUSTN'T WASTE A SECOND!
MORE! JUST-- A LITTLE-- MORE--!
THEY'RE GIVING! THE BARS-- ARE STARTING TO-- BEND!
THAT DOES IT!
MY SHIELD'S THE BEST CROWBAR A MAN COULD HAVE!
AND NOW TO FIND THE KING!
HOWEVER, WE'RE GONNA FIND HIM FIRST! VOILA!
THE ALARM JUST SOUNDED! CAPTAIN AMERICA IS FREE!
QUICK! TO THE LAUNCHING PAD WITH HIM!
EVERYTHING IS STILL JUST AS I PLANNED IT!

A ROCKET SLED-- COMING RIGHT AT ME!
THERE HE IS--LITTLE DREAMING HE IS REACTING JUST AS I KNEW HE WOULD!
CAPTAIN AMERICA! HE RISKS HIS LIFE TO RESCUE ME!
HUH! A FAT LOTTA GOOD IT'LL DO HIM!
I'VE GOT TO TIME IT PERFECTLY!
NOW-- AS IT RACES PAST--
WOK!
IF I CAN LEAP TO SAFETY-- AND KICK OUT AT THE SAME TIME!
MADE IT!
NOW, IF I CAN JUST HOLD ON!
LOOK OUT! THEY ARE ARMED!
HE'LL FIND OUT SOON ENOUGH, HASSAB!
I WANTED MINE TO BE THE FINGER THAT SQUEEZED THE TRIGGER!
SQUEEZE AWAY, YOU LETHAL LUNATIC--
THIS IS THE GAME THAT I PLAY BEST!
KRAK!


HOLD ON, YOUR HIGHNESS! THE SLED'S ZOOMING OUT OF CONTROL!
STAY BEHIND MY SHIELD! IT'LL PROTECT YOU WHEN-- UHHH!
FOOL! YOU LOSE AGAIN!
IN SEEKING TO SHELTER HASSAB, IT WAS YOU WHO TOOK THE BRUNT OF THE CRASH! AND SO IT IS YOU WHO ARE LAST TO RECOVER!
HE'S-- LEADING THE KING TO THAT WAITING ROCKET!
THE MADMAN IS PLANNING TO LAUNCH HIM OUT INTO SPACE!

I WAS RIGHT! THIS IS THE WAY THE SKULL PLANS TO PLUNGE MANKIND INTO WAR!
BUT NOT WHILE I CAN HELP IT!
AND HELPLESS I'M STILL NOT!
IF A STRANGER CAN BATTLE SO BRAVELY TO SAVE ME--
BUT I'LL TAKE OVER NOW!
CAN THE KING OF IRABIA DO LESS?
GOOD WORK, YOUR HIGHNESS!
THE ODDS ARE STILL WITH THE RED SKULL!
ONCE WE REACH THE ELEVATOR WITHIN-- NOTHING CAN SAVE YOU AGAIN!
AND WE HAVE NOW REACHED IT--JUST AS I INTENDED!
ELEVATOR
THERE! I'VE ACTIVATED THE MECHANISM! WE'RE GOING UP NOW--NO MATTER WHAT YOU CAN-- UNGGGHH!
I'VE GOT NEWS FOR YOU, MISTER-- I'VE NEVER BEEN AFRAID OF HEIGHTS!

RUN, YOUR HIGHNESS! GET OUT OF HERE-- FAST!
THE MISSILE'S ON A LAUNCH PAD! IF IT GOES OFF--!!
NEVER HAVE I SEEN SUCH VALOR!
IF SUCH AS HE TRULY SYMBOLIZES AMERICA--
IT'LL GO OFF, ALL RIGHT!
AND YOU'LL BE THE ONE ABOARD!
I SAVED MY ENERGY-- CONSERVED MY STRENGTH TILL NOW--
THIS IS MY MOMENT SUPREME! ONCE I FORCE YOUR WEARY BODY THRU THAT HATCH--YOU'LL MEET YOUR DEATH IN ORBIT!
NO!
I MAY BE WEARY, MADMAN-- BUT THAT'S NOT THE SAME AS BEATEN!
ZAK!
NOW, EVERY SECOND COUNTS!
HAVE TO SPIN-- IN MID-AIR-- TO CHECK MY SPEED--
IT'S OVER! HE COULDN'T STOP THE LAUNCH IN TIME!
THE SKULL IS GONE-- AND SO IS THE THREAT OF WAR!
AND AS FOR ME-- I'VE STILL GOT A LOT OF COUNTRY TO SEE!
--JUST ENOUGH TO-- GRAB THAT LEDGE--
--AND SWING MYSELF TO SAFETY!
20
NEXT: UP AGAINST THE WALL!

CAPT. AMERICA
15¢
CC
130
OCT
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
CAPTAIN AMERICA
GIVE YOURSELF A SPECIAL NO-PRIZE IF--
--YOU FIGURE OUT WHAT THE HULK IS DOING IN THIS ONE!
WHIRL-WIND!
PORCUPINE!
BATROC THE LEAPER!
UP AGAINST THE WALL!
ALL YOU COULD ASK FOR IN AN ACTION THRILLER--AND MUCH, MUCH MORE!

UP AGAINST THE WALL!

BIANG!
FEATURING:
CATACLYSMIC CAMEO APPEARANCES BY: THE INCREDIBLE HULK, BATROC, WHIRLWIND, and the PORCUPINE --AND ALSO INTRODUCING-- THE MYSTERIOUS HOOD!
'NUFF SAID ?
THIS ONE HAS TO BE SEEN TO BE BELIEVED! BASED ON AN ORIGINAL THEME BY STAN THE MAN, GENIAL GENE GOT SO WOUND UP IN THE ART-WORK THAT HE TOSSED IN EVERYTHING BUT THE KITCHEN SINK!
HENCE, WHAT FOLLOWS IS LIKE A WILD AND WACKY BUILD-UP TO THE STARTLING SURPRISE THAT AWAITS YOU NEXT ISH!
IT MAY NOT MAKE MUCH SENSE--BUT WE GUARANTEE YOU WON'T BE BORED! SO, SETTLE BACK, RELAX, AND ENJOY IT, CULTURE-LOVER-- (AND IF YOU CAN FIGURE IT OUT--EXPLAIN IT TO US!)
MIGHTY MARVEL STAGGERS ON!

BY STAN LEE and GENE COLAN
DICK AYERS INKER | ARTIE SIMEK LETTERER

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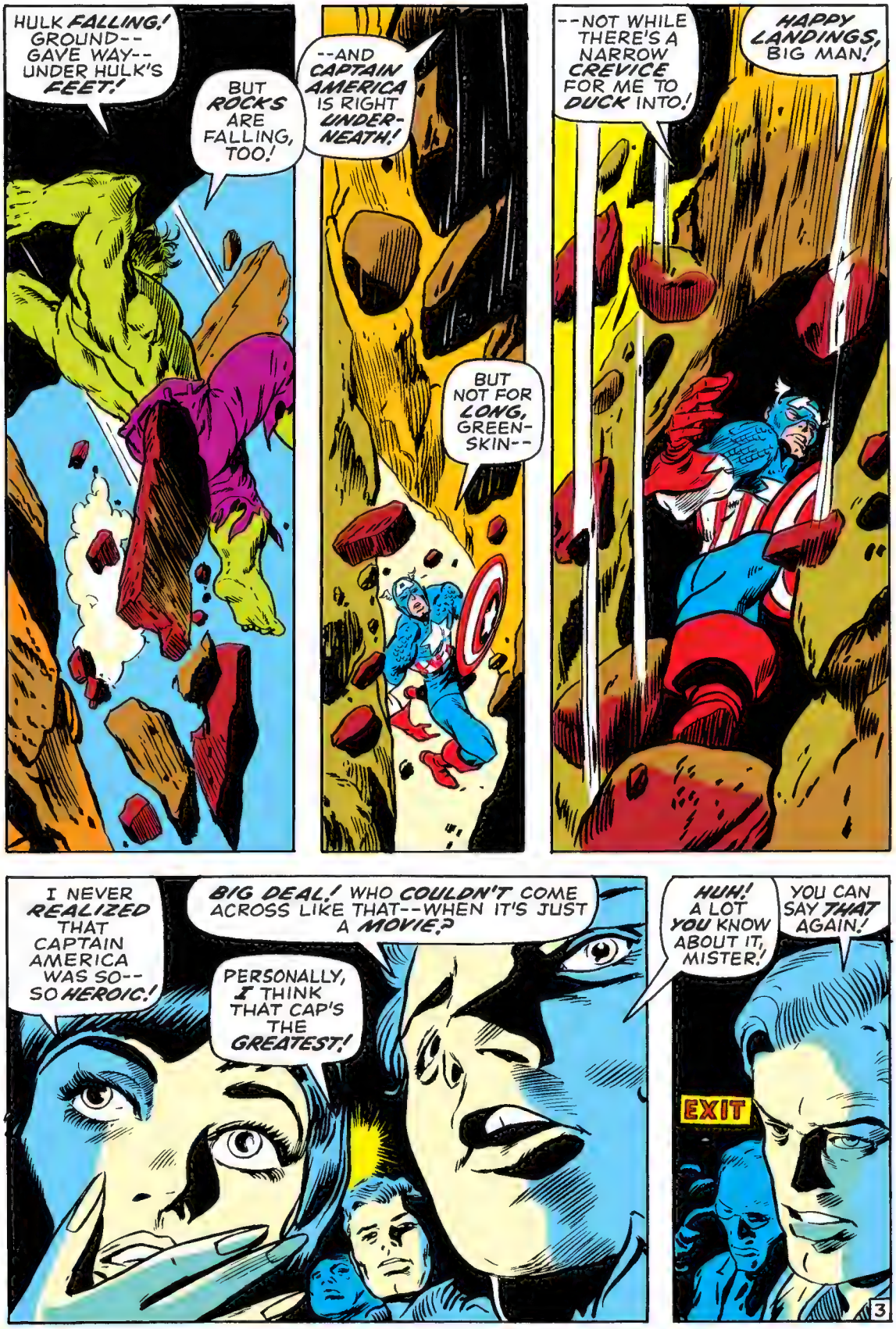
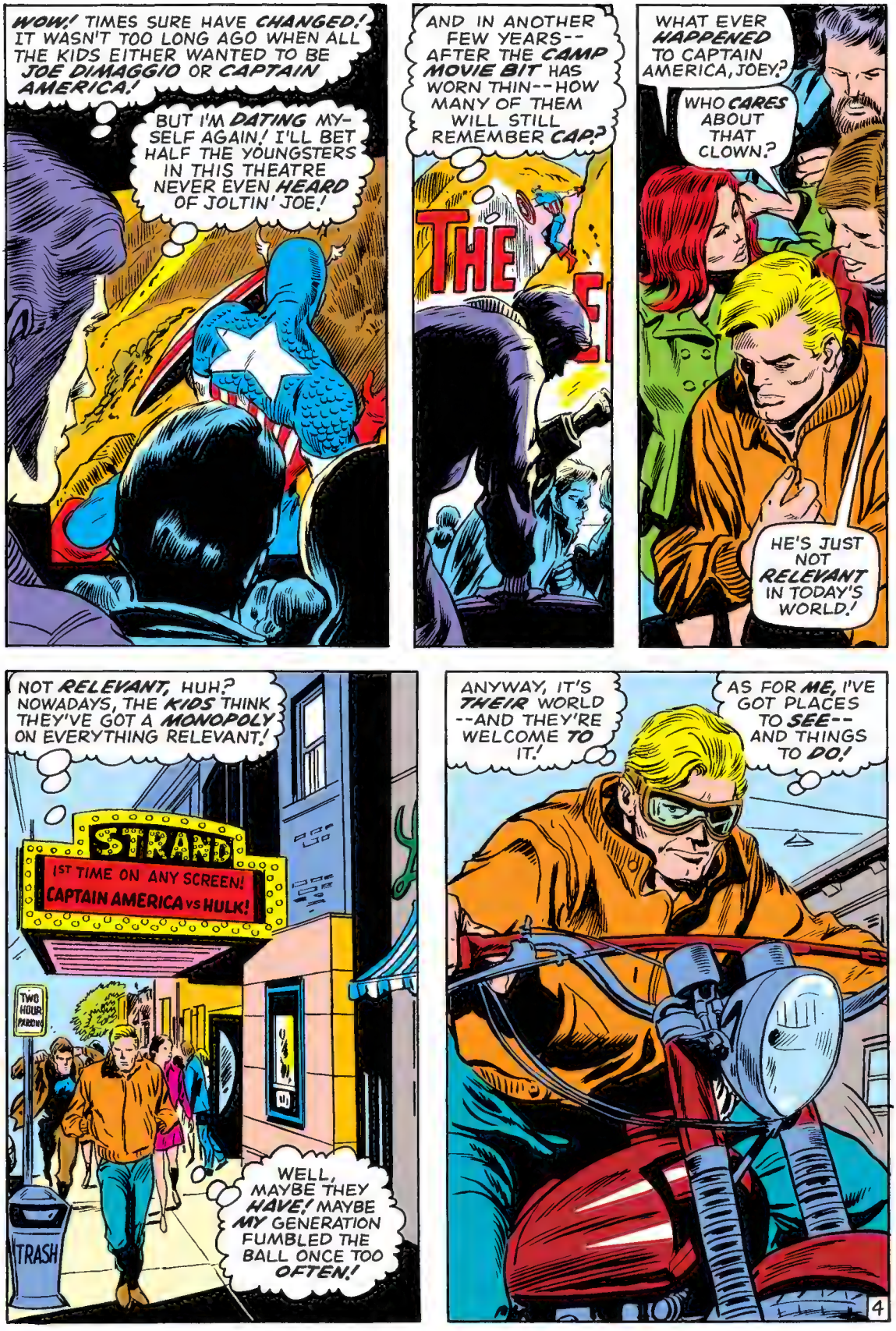
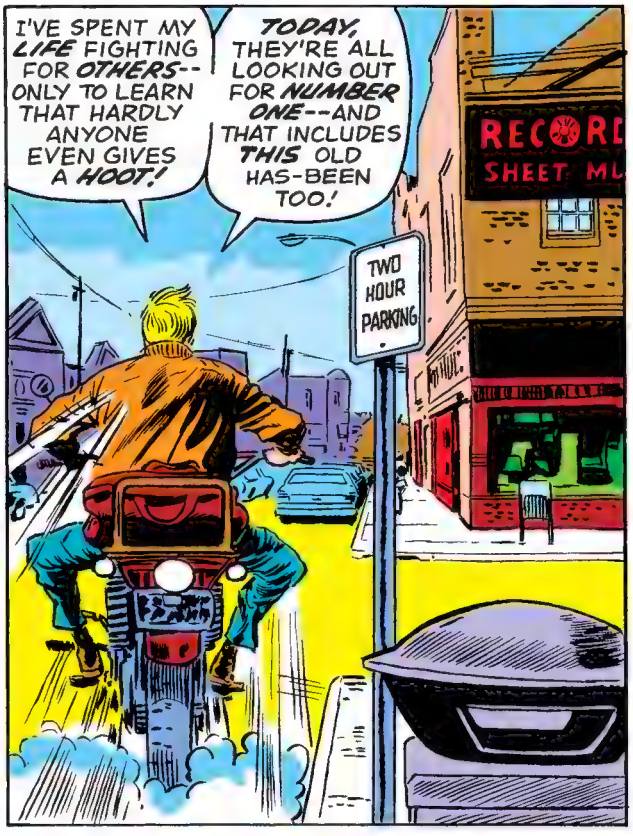
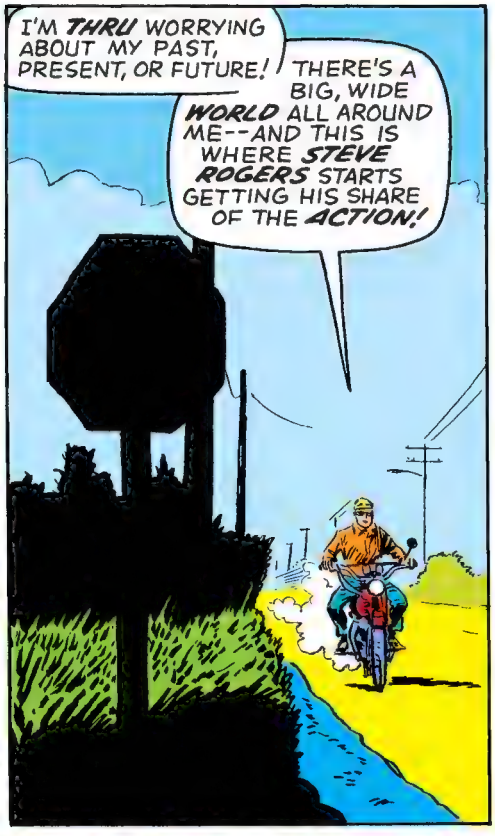
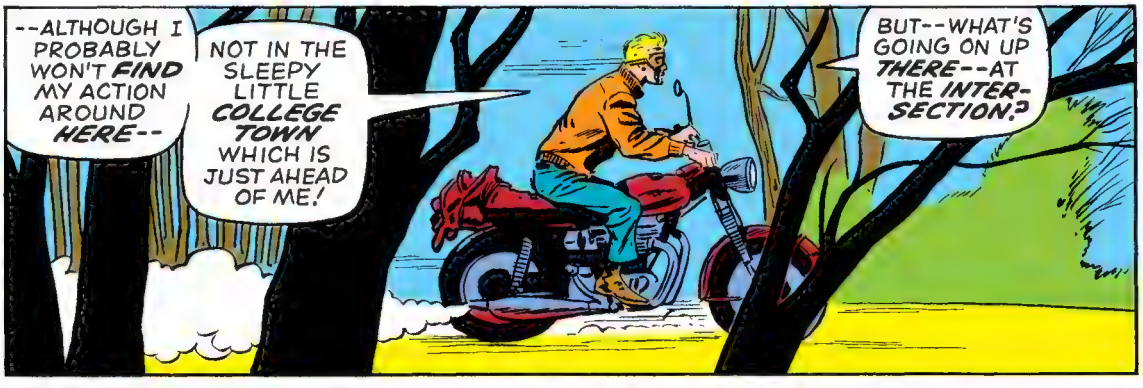
NOBODY CATCHES THE HULK!
NOT EVEN CAPTAIN AMERICA!
NO, HULK-- NO! DON'T DO IT! DON'T!!
SPANNG!
IF NOT FOR MY SHIELD--
--THAT WOULD HAVE FINISHED ME!
BUT NOW-- HE'S ABOUT TO HURL-- A LARGER ONE--!
UNLESS I CAN MAKE HIM LOSE HIS FOOTING--
--BY JARRING LOOSE THE SOD BENEATH HIM!
I'LL SLAM MY SHIELD AGAINST THE STONES--
IT'S WORKING! I DID IT!
2

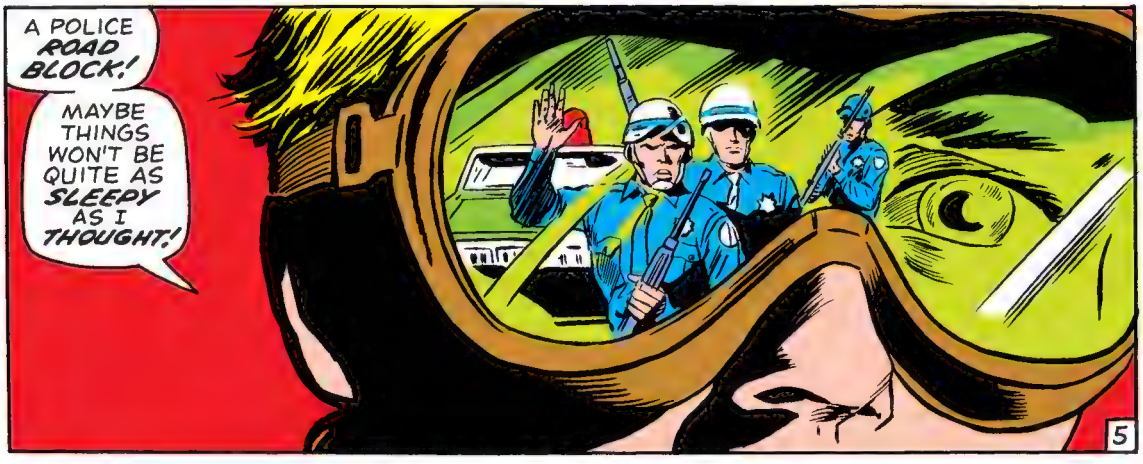

HULK FALLING! GROUND-- GAVE WAY-- UNDER HULK'S FEET!
BUT ROCKS ARE FALLING, TOO!
--AND CAPTAIN AMERICA IS RIGHT UNDER-NEATH!
BUT NOT FOR LONG, GREEN-SKIN--
--NOT WHILE THERE'S A NARROW CREVICE FOR ME TO DUCK INTO!
HAPPY LANDINGS, BIG MAN!
I NEVER REALIZED THAT CAPTAIN AMERICA WAS SO-- SO HEROIC!
BIG DEAL! WHO COULDN'T COME ACROSS LIKE THAT--WHEN IT'S JUST A MOVIE?
PERSONALLY, I THINK THAT CAP'S THE GREATEST!
HUH! A LOT YOU KNOW ABOUT IT, MISTER!
YOU CAN SAY THAT AGAIN!
EXIT
3

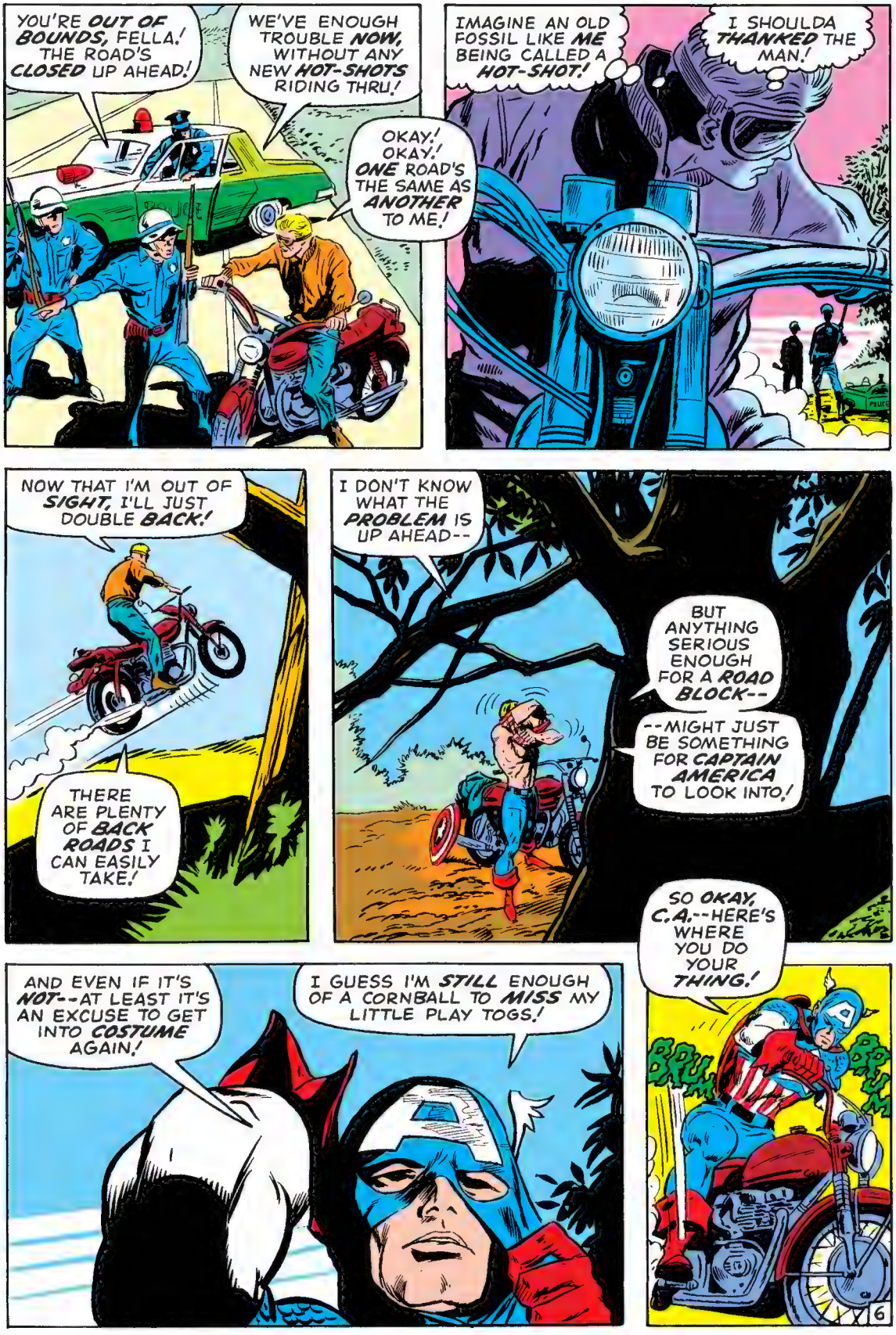

WOW! TIMES SURE HAVE CHANGED! IT WASN'T TOO LONG AGO WHEN ALL THE KIDS EITHER WANTED TO BE JOE DIMAGGIO OR CAPTAIN AMERICA!
BUT I'M DATING MYSELF AGAIN! I'LL BET HALF THE YOUNGSTERS IN THIS THEATRE NEVER EVEN HEARD OF JOLTIN' JOE!
AND IN ANOTHER FEW YEARS-- AFTER THE CAMP MOVIE BIT HAS WORN THIN--HOW MANY OF THEM WILL STILL REMEMBER CAP?
THE
WHAT EVER HAPPENED TO CAPTAIN AMERICA, JOEY?
WHO CARES ABOUT THAT CLOWN?
HE'S JUST NOT RELEVANT IN TODAY'S WORLD!
NOT RELEVANT, HUH? NOWADAYS, THE KIDS THINK THEY'VE GOT A MONOPOLY ON EVERYTHING RELEVANT!
STRAND
1ST TIME ON ANY SCREEN! CAPTAIN AMERICA vs HULK!
TWO HOUR PARKING
TRASH
WELL, MAYBE THEY HAVE! MAYBE MY GENERATION FUMBLED THE BALL ONCE TOO OFTEN!
ANYWAY, IT'S THEIR WORLD --AND THEY'RE WELCOME TO IT!
AS FOR ME, I'VE GOT PLACES TO SEE-- AND THINGS TO DO!
4

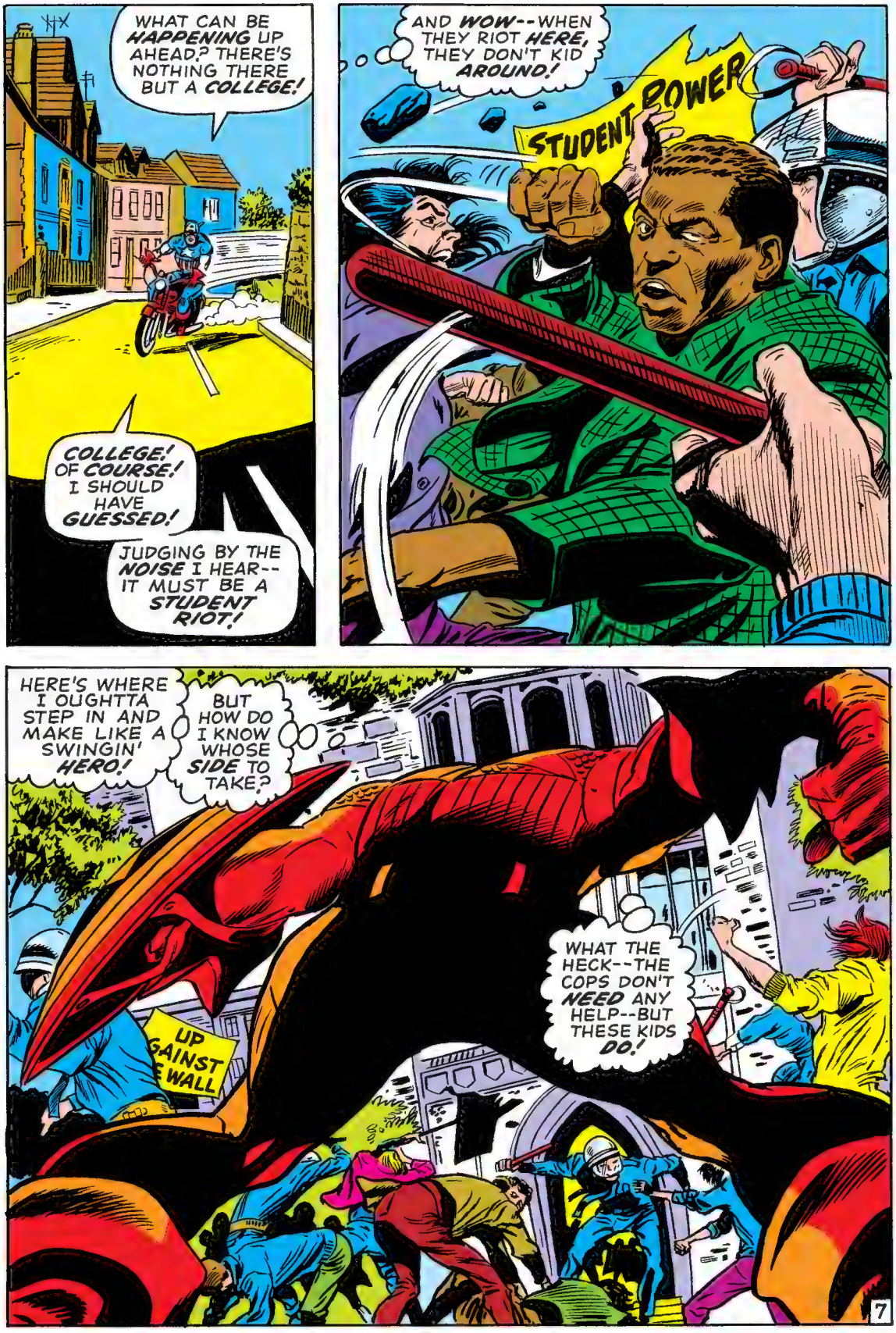

I'VE SPENT MY LIFE FIGHTING FOR OTHERS--ONLY TO LEARN THAT HARDLY ANYONE EVEN GIVES A HOOT!
TODAY, THEY'RE ALL LOOKING OUT FOR NUMBER ONE--AND THAT INCLUDES THIS OLD HAS-BEEN TOO!
RECORD
SHEET
TWO HOUR PARKING


I'M THRU WORRYING ABOUT MY PAST, PRESENT, OR FUTURE!
THERE'S A BIG, WIDE WORLD ALL AROUND ME--AND THIS IS WHERE STEVE ROGERS STARTS GETTING HIS SHARE OF THE ACTION!

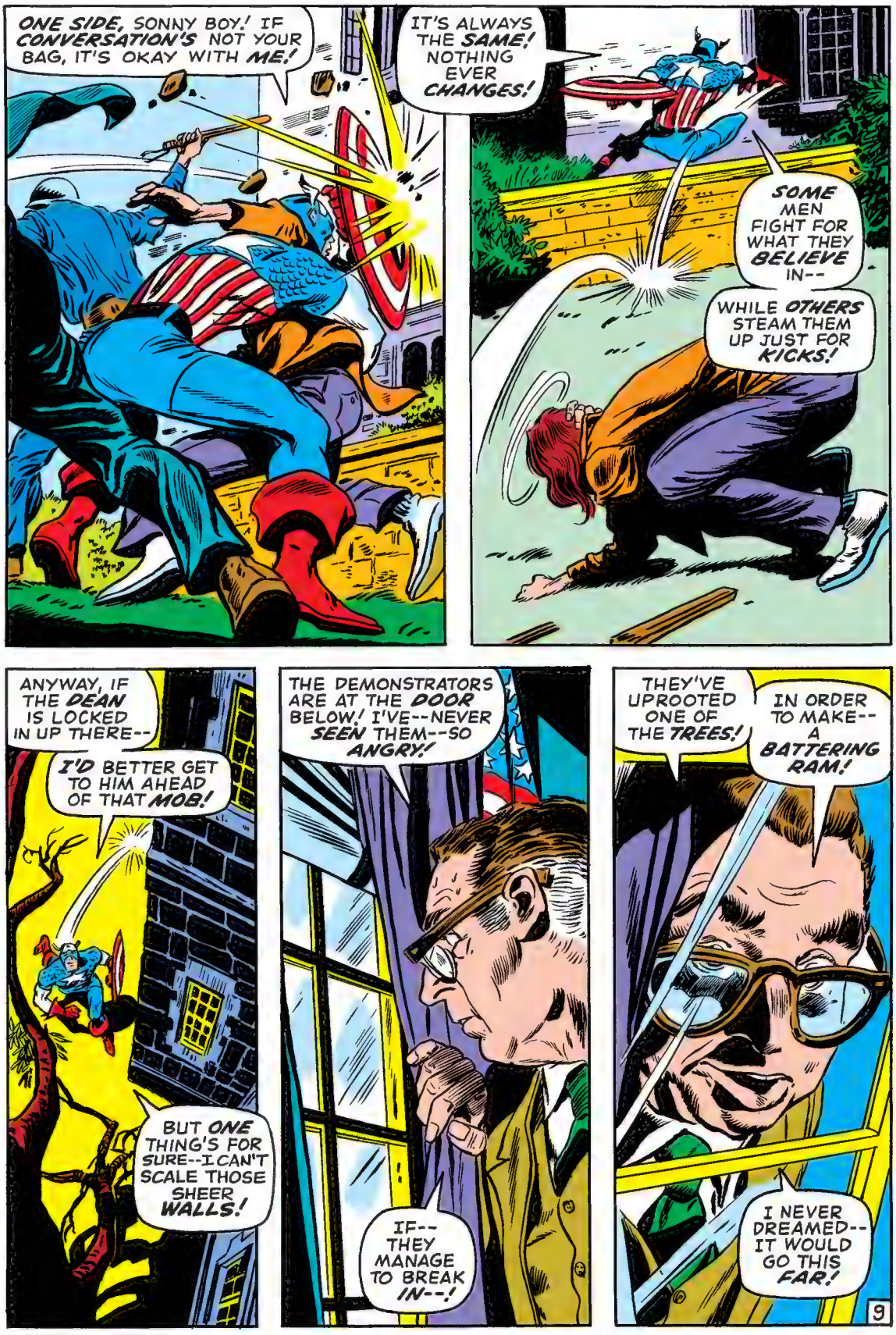

--ALTHOUGH I PROBABLY WON'T FIND MY ACTION AROUND HERE--
NOT IN THE SLEEPY LITTLE COLLEGE TOWN WHICH IS JUST AHEAD OF ME!
BUT--WHAT'S GOING ON UP THERE--AT THE INTER-SECTION?

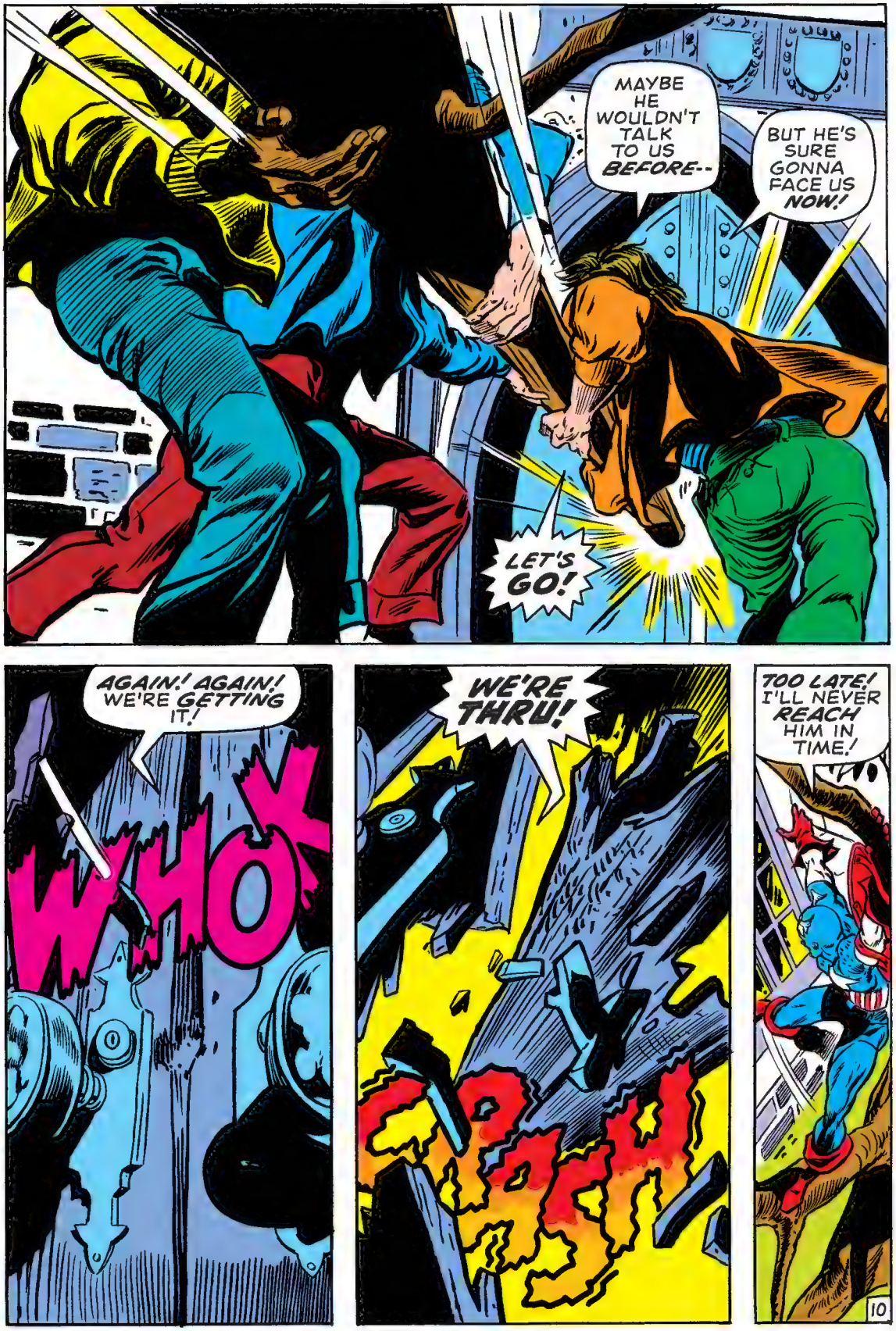

A POLICE ROAD BLOCK!
MAYBE THINGS WON'T BE QUITE AS SLEEPY AS I THOUGHT!


YOU'RE OUT OF BOUNDS, FELLA.! THE ROAD'S CLOSED UP AHEAD!
WE'VE ENOUGH TROUBLE NOW, WITHOUT ANY NEW HOT-SHOTS RIDING THRU.!
OKAY! OKAY.! ONE ROAD'S THE SAME AS ANOTHER TO ME.!
IMAGINE AN OLD FOSSIL LIKE ME BEING CALLED A HOT-SHOT.!
I SHOULDA THANKED THE MAN.!
NOW THAT I'M OUT OF SIGHT, I'LL JUST DOUBLE BACK.!
THERE ARE PLENTY OF BACK ROADS I CAN EASILY TAKE.!
I DON'T KNOW WHAT THE PROBLEM IS UP AHEAD--
BUT ANYTHING SERIOUS ENOUGH FOR A ROAD BLOCK--
--MIGHT JUST BE SOMETHING FOR CAPTAIN AMERICA TO LOOK INTO.!
SO OKAY, C.A.--HERE'S WHERE YOU DO YOUR THING.!
AND EVEN IF IT'S NOT--AT LEAST IT'S AN EXCUSE TO GET INTO COSTUME AGAIN.!
I GUESS I'M STILL ENOUGH OF A CORNBALL TO MISS MY LITTLE PLAY TOGS.!
BRUM
BRUM
6

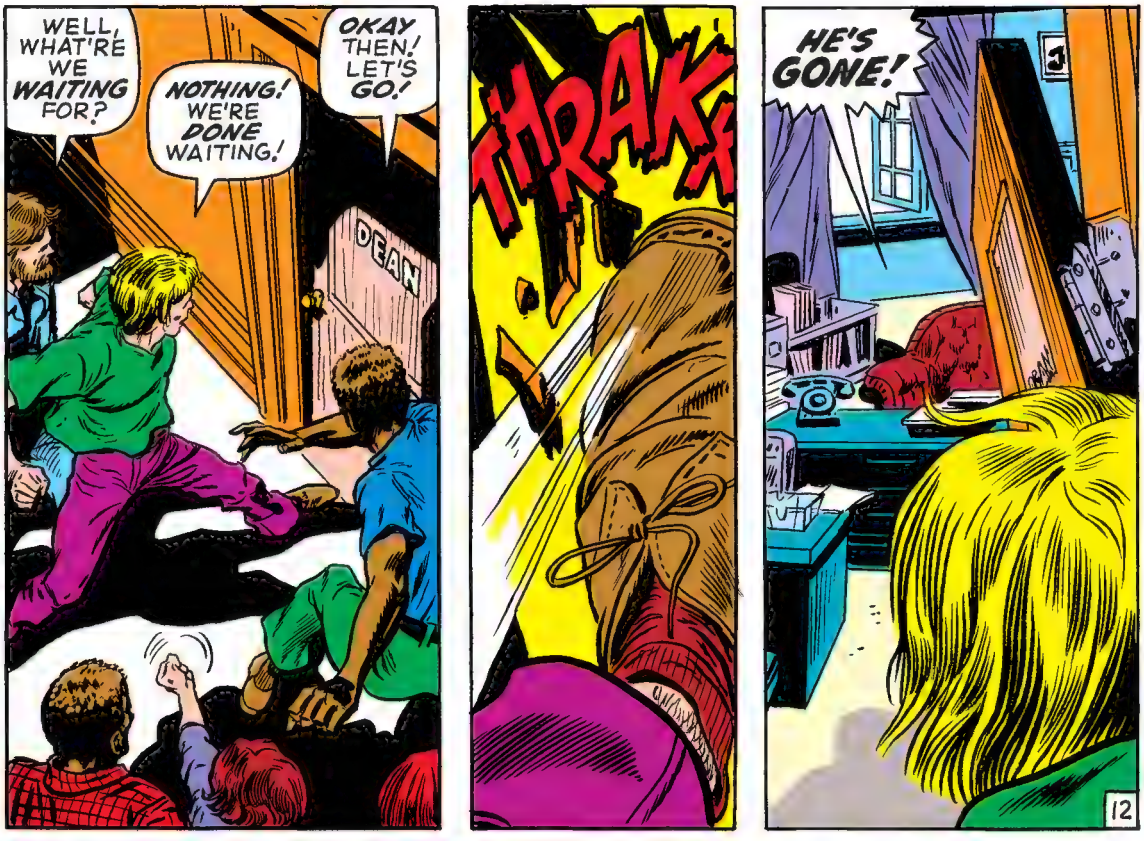

WHAT CAN BE HAPPENING UP AHEAD? THERE'S NOTHING THERE BUT A COLLEGE!
COLLEGE! OF COURSE! I SHOULD HAVE GUESSED!
JUDGING BY THE NOISE I HEAR-- IT MUST BE A STUDENT RIOT!
AND WOW--WHEN THEY RIOT HERE, THEY DON'T KID AROUND!
STUDENT POWER
HERE'S WHERE I OUGHTTA STEP IN AND MAKE LIKE A SWINGIN' HERO!
BUT HOW DO I KNOW WHOSE SIDE TO TAKE?
UP GAINST WALL
WHAT THE HECK--THE COPS DON'T NEED ANY HELP--BUT THESE KIDS DO!
7

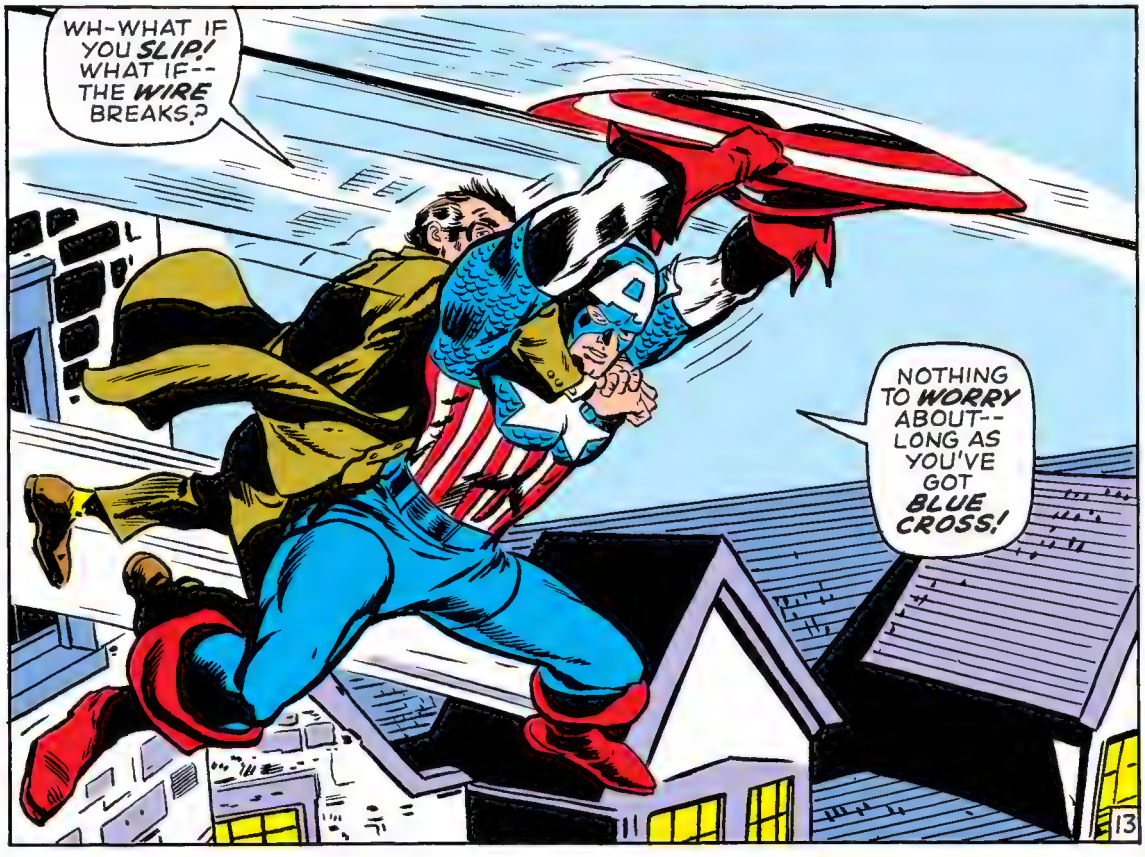
MAYBE IF I GET THE LAW TO PUT AWAY THOSE CLUBS--!
HEY, SARGE--OVER HERE! I WANNA TELL YOU--
OH NO YOU DON'T!
STOP 'IM! HE'S IN LEAGUE WITH THE FUZZ!
HOLD IT, SON! WAIT--
LOOK OUT BEHIND YA, SAM!
NO COSTUMED CREEP IS GONNA PUT US DOWN! I'LL--OWW!
THUNG!
I TOLD YOU TO HOLD IT!
NOW LOOK! GETTING SOME HEADS BUSTED ISN'T GONNA HELP YOU!
WHAT IS IT YOU'RE AFTER?
IT'S THE DEAN! HE LOCKED HIMSELF IN HIS OFFICE!
BUT WE'LL GET 'IM! WE'LL MAKE HIM LISTEN TO US!
I DON'T KNOW WHAT YOU'RE ASKING FOR--BUT EVEN IF YOUR DEMANDS ARE JUST, WHAT'S THE GOOD OF--HEY!
YOU'RE NOT TALKIN' US OUT OF ANYTHING, WISE GUY!
LOK
GO
WHAT'S WITH YA, MIKE?
WHY DIDN'TCHA LISTEN TO THE MAN?
8

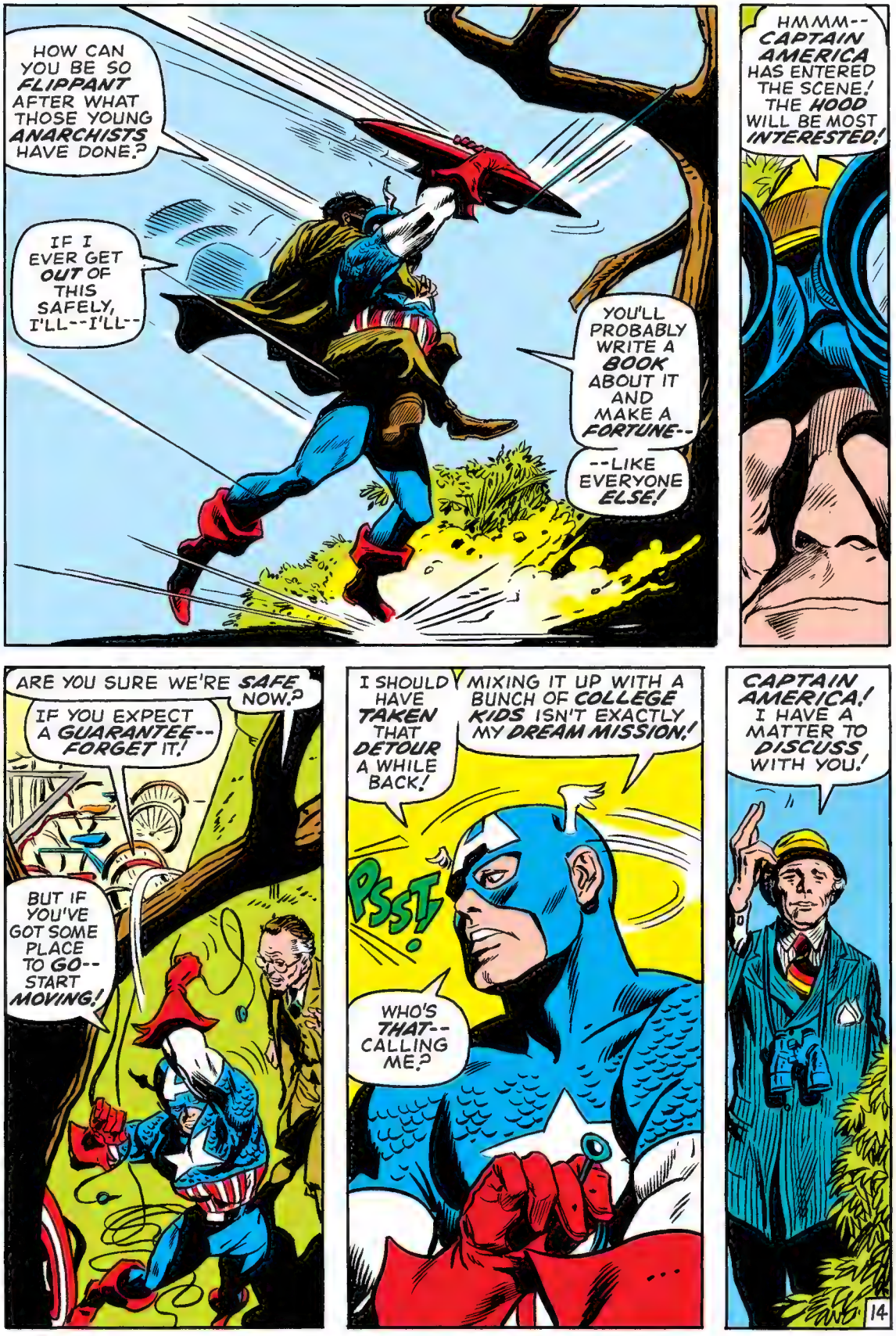

ONE SIDE, SONNY BOY! IF CONVERSATION'S NOT YOUR BAG, IT'S OKAY WITH ME!
IT'S ALWAYS THE SAME! NOTHING EVER CHANGES!
SOME MEN FIGHT FOR WHAT THEY BELIEVE IN--
WHILE OTHERS STEAM THEM UP JUST FOR KICKS!
ANYWAY, IF THE DEAN IS LOCKED IN UP THERE--
I'D BETTER GET TO HIM AHEAD OF THAT MOB!
BUT ONE THING'S FOR SURE--I CAN'T SCALE THOSE SHEER WALLS!
THE DEMONSTRATORS ARE AT THE DOOR BELOW! I'VE--NEVER SEEN THEM--SO ANGRY!
IF--THEY MANAGE TO BREAK IN--!
THEY'VE UPROOTED ONE OF THE TREES!
IN ORDER TO MAKE--A BATTERING RAM!
I NEVER DREAMED--IT WOULD GO THIS FAR!


MAYBE HE WOULDN'T TALK TO US BEFORE--
BUT HE'S SURE GONNA FACE US NOW!
LET'S GO!
AGAIN! AGAIN! WE'RE GETTING IT!
WHOK
WE'RE THRU!
PASH
TOO LATE! I'LL NEVER REACH HIM IN TIME!

UNLESS--I CAN USE THIS ESCAPE WIRE THAT NICK FURY ONCE GAVE ME!
IT SEEMS TO BE STRONG ENOUGH!
I'LL USE MY SHIELD TO ANCHOR ONE END INTO THE WALL--
NOK NOK
THEN, WHEN IT'S SECURE--
EVER WISH YOU COULD FLY LIKE A BIRD?
CAPTAIN AMERICA!
JUST THINK OF ME AS EASTERN-- THE WINGS OF MAN!
C'MON! HIS OFFICE IS RIGHT UP THERE AHEAD OF US!
WHAT'S THE RUSH? HE'S NOT GOIN' ANYWHERE NOW!
IT'S LUCKY YOU GOT HERE! THEY'RE SAVAGES-- ALL OF THEM!
SAVE IT FOR THE CLASS-ROOM, FELLA--
WE'VE GOTTA START MOVING!
OPEN UP INSIDE! WE KNOW YOU'RE THERE!
THIS TIME YOU'RE NOT GETTIN' RID OF US!
HE'S NOT ANSWERING!
11


WELL, WHAT'RE WE WAITING FOR?
NOTHING! WE'RE DONE WAITING!
OKAY THEN! LET'S GO!
DEAN
THRAK
HE'S GONE!
12


WH-WHAT IF YOU SLIP! WHAT IF-- THE WIRE BREAKS?
NOTHING TO WORRY ABOUT-- LONG AS YOU'VE GOT BLUE CROSS!
13

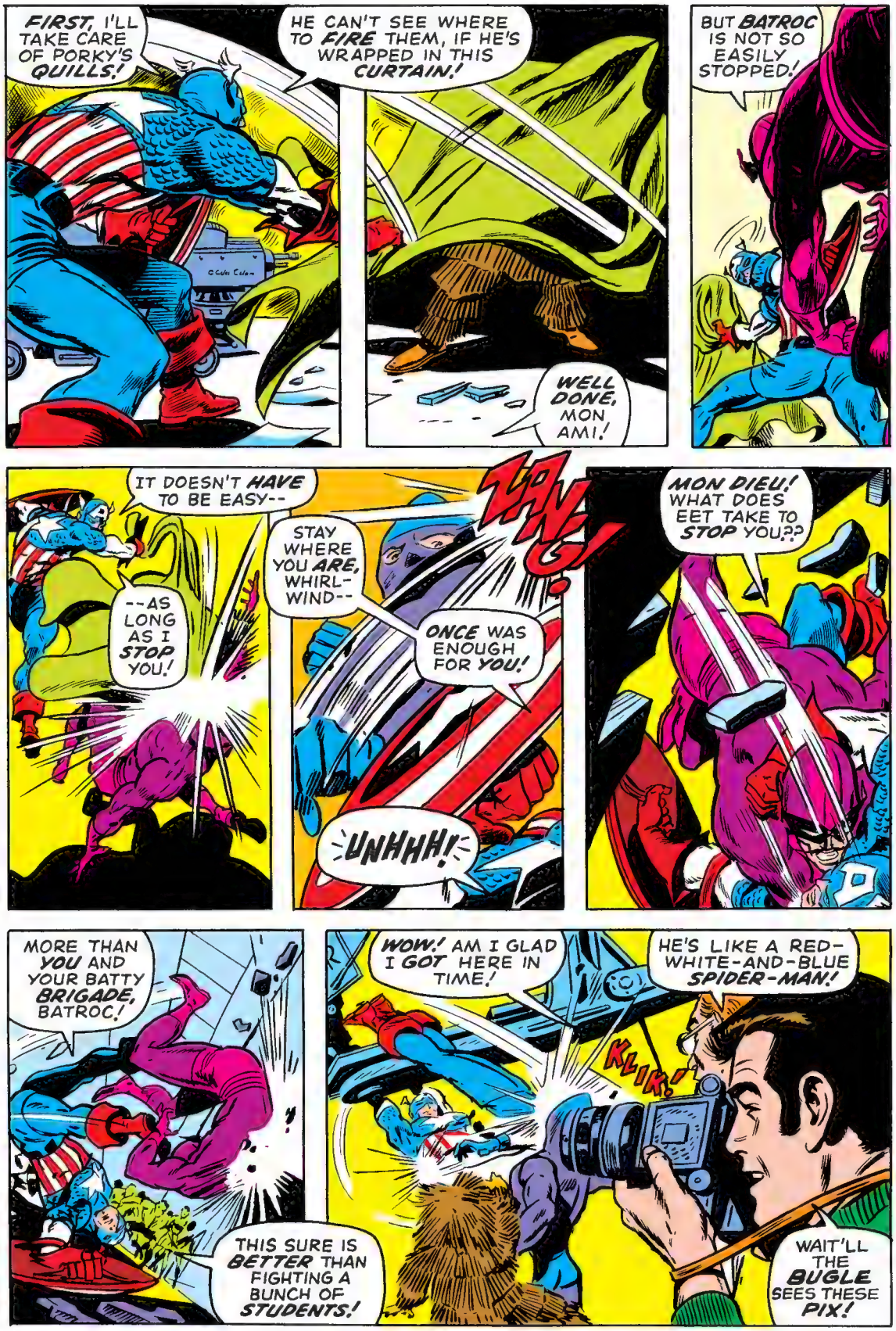

HOW CAN YOU BE SO FLIPPANT AFTER WHAT THOSE YOUNG ANARCHISTS HAVE DONE?
IF I EVER GET OUT OF THIS SAFELY, I'LL--I'LL--
YOU'LL PROBABLY WRITE A BOOK ABOUT IT AND MAKE A FORTUNE--
--LIKE EVERYONE ELSE!
HMMM-- CAPTAIN AMERICA HAS ENTERED THE SCENE! THE HOOD WILL BE MOST INTERESTED!
ARE YOU SURE WE'RE SAFE NOW?
IF YOU EXPECT A GUARANTEE-- FORGET IT!
BUT IF YOU'VE GOT SOME PLACE TO GO-- START MOVING!
I SHOULD HAVE TAKEN THAT DETOUR A WHILE BACK!
MIXING IT UP WITH A BUNCH OF COLLEGE KIDS ISN'T EXACTLY MY DREAM MISSION!
PSST!
WHO'S THAT-- CALLING ME?
CAPTAIN AMERICA! I HAVE A MATTER TO DISCUSS WITH YOU!
14

I COULDN'T HELP OBSERVING YOUR HEROIC ACTION AGAINST THAT UNRULY MOB!
KINDA GIVES YOU GOOSE-BUMPS, DOESN'T IT?
IT'S A PLEASURE FINDING SOMEONE WHO STILL STANDS FOR LAW AND ORDER!
OKAY-- WHAT'S THE PITCH?
I'M A TV PRODUCER! I'LL PAY YOU HANDSOMELY FOR ONE APPEARANCE!
THERE'S MY CARD! CALL ME TOMORROW AND I'LL TELL YOU WHAT TO DO!
MIGHT AS WELL DO IT! I CAN USE THE DOUGH!
I THOUGHT YOU'D BE PLEASED, HOOD!
THE FOOL WILL BE SERVING YOU, WITHOUT EVEN REALIZING IT!
GOOD! GOOD! WRITE HIS SPEECH MOST CAREFULLY!
IN STANDING FOR LAW AND ORDER, HE MUST MAKE AMERICANS DISTRUST THEIR OWN YOUNGER GENERATION!
THE MORE WE CAN DIVIDE THIS COUNTRY, AND THE MORE WE STIFLE DISSENT--
THE BETTER IT WILL BE--FOR THE HOOD!
THE NEXT DAY--
I'VE BEEN ASKED TO SPEAK TO YOU TODAY-- TO WARN AMERICA ABOUT THOSE WHO TRY TO CHANGE OUR INSTITUTIONS--
BUT, IN A PIG'S EYE I'LL WARN YOU!
THIS NATION WAS FOUNDED BY DISSIDENTS-- BY PEOPLE WHO WANTED SOMETHING BETTER!
THERE'S NOTHING SACRED ABOUT THE STATUS QUO --AND THERE NEVER WILL BE!

I DON'T BELIEVE IN USING FORCE--OR VIOLENCE--BECAUSE THEY CAN BE THE WEAPONS OF THOSE WHO WOULD ENSLAVE US--
BUT, NOR DO I BELIEVE IN AN ESTABLISHMENT THAT REMAINS SO ALOOF--SO DISTANT--THAT THE PEOPLE ARE DRIVEN TO DESPERATE MEASURES--
SILENCE HIM--ANY WAY YOU CAN!
--AS IN THE CASE OF A COLLEGE DEAN WHO ISOLATES HIMSELF FROM HIS STUDENT BODY!
HEY! WHAT ARE YOU DOING?
CAN'TCHA SEE CAP'S STILL ON THE AIR?
I HAVE TO USE THE PHONE! IT--IT'S URGENT!
BATROC SPEAKING! WHAT? A CONTRACT FROM ZEE HOOD?
JUST GIVE US SIXTY SECONDS!
WHO WILL BE THE VICTIM?
MY OLD ENEMY--CAPTAIN AMERICA!
WHIRLWIND! PORCUPINE! INTO ZEE CAR--
ZEE BRIGADE OF BATROC WEEL STRIKE AGAIN!

THIRTY SECONDS LATER--
MON CAPITAINE--YOU 'AVE SAID ENOUGH!
BATROC THE LEAPER--AND TWO NEW FLUNKIES!
CALL US FLUNKIES, WILL HE,? STEP ASIDE, FRENCHY!
FOOL! YOU PUSHED ME OFF-BALANCE!
UNNHH!
LUCKY FOR ME--HE DIDN'T HAVE A CHANCE TO LEAP!
NO ONE CALLS WHIRLWIND A FLUNKY!
WHIRL-WIND?
WOW! HE'S NOT KIDDING WITH THAT NAME OF HIS!
CAN'T EVEN SEE WHERE HE RAN TO!
UHH! A KARATE CHOP--AT MY SIDE!
I DON'T EVEN HAVE TO SULLY MY HANDS ON YOU AGAIN!
THE BREEZE--FROM HIS SPEED--BOWLING ME OVER--!
17

CAN'T--STAND ON MY FEET! BEING BLOWN BACK--LIKE IN--A TYPHOON!
CORRECTION, PLEASE!
THE WORD IS--WHIRLWIND!
NOW IT'S MY TURN, MY SPEEDY FRIEND!
WE'LL SHOW THE FALLEN AVENGER WHAT PORCUPINE CAN DO!
PORCUPINE! I'VE--HEARD OF YOU!
AND DID YOU HEAR OF MY DEADLY LITTLE QUILLS?
IF NOT--HERE'S A SPECIAL DEMONSTRATION!
F-TIKA TIKKA TIK
LOOKS LIKE YOU NEVER HEARD OF MY HANDY-DANDY ALL-PURPOSE SHIELD!
HAVE TO GET MOVING--BEFORE WHIRLWIND CATCHES HIS BREATH AGAIN!
18


FIRST, I'LL TAKE CARE OF PORKY'S QUILLS!
HE CAN'T SEE WHERE TO FIRE THEM, IF HE'S WRAPPED IN THIS CURTAIN!
WELL DONE, MON AMI!
BUT BATROC IS NOT SO EASILY STOPPED!
IT DOESN'T HAVE TO BE EASY--
--AS LONG AS I STOP YOU!
STAY WHERE YOU ARE, WHIRL-WIND--
ONCE WAS ENOUGH FOR YOU!
UNHHH!
MON DIEU! WHAT DOES EET TAKE TO STOP YOU??
MORE THAN YOU AND YOUR BATTY BRIGADE, BATROC!
THIS SURE IS BETTER THAN FIGHTING A BUNCH OF STUDENTS!
WOW! AM I GLAD I GOT HERE IN TIME!
KLIK!
HE'S LIKE A RED-WHITE-AND-BLUE SPIDER-MAN!
WAIT'LL THE BUGLE SEES THESE PIX!

STAY WHERE YA ARE! DON'T ANYONE MOVE!
ZEE POLICE! WE WEEL ATTEND TO ZEE SHIELD-SLINGER ANOZZER TIME!
WHIRLWIND! ONLY YOU CAN GET US OUT IN TIME!
HE'S RACING OUT-- WITH BATROC AND PORCUPINE HANGING ON!
WHISH!
AND I, FOR ONE, WON'T MISS THEM!
EXIT
BATROC'S BRIGADE IS FOR HIRE--TO THE HIGHEST BIDDER!
THAT MEANS SOMEBODY SENT THEM HERE TO ATTACK ME!
AND SOONER OR LATER-- I'LL LEARN WHO IT WAS!
--THE PRECEDING FIGHT WAS BROUGHT TO YOU LIVE--
SO! BATROC BLUNDERED!
MY INTENDED VICTIM EMERGED TRIUMPHANT!
--BUT NOT FOR LONG!
NEXT, IT WILL BE MY TURN TO STRIKE AT HIM!
AND THE MAN BEHIND THE HOOD WILL PROVE TO BE--HIS MASTER!
DON'T DARE MISS NEXT ISSUE'S SPELLBINDING SURPRISE
FROM MARVEL THE HOUSE OF IDEAS
THE MAN BEHIND THE HOOD!

CAPT. AMERICA
15¢
131
NOV
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
CAPTAIN AMERICA
NOTHING CAN SAVE YOU WHEN THE CLOCK STRIKES DEATH!
NO! YOUR EYES ARE NOT DECEIVING YOU!!
DON'T DARE MISS: BUCKY REBORN!
IN THIS ISSUE
LEARN THE TRUE IDENTITY OF: THE HOOD!

BUCKY REBORN!

THE SAGA YOU NEVER EXPECTED TO SEE!
SOMEWHERE, AMONG THESE OLD PHOTOS OF CAPTAIN AMERICA, I MUST FIND A CLUE--
--AN IDEA OF HOW TO DESTROY HIM!
STAN LEE, AUTHOR
GENE COLAN, ILLUSTRATOR
DICK AYERS, INKER
ARTIE SIMEK, LETTERER
38 1 Z

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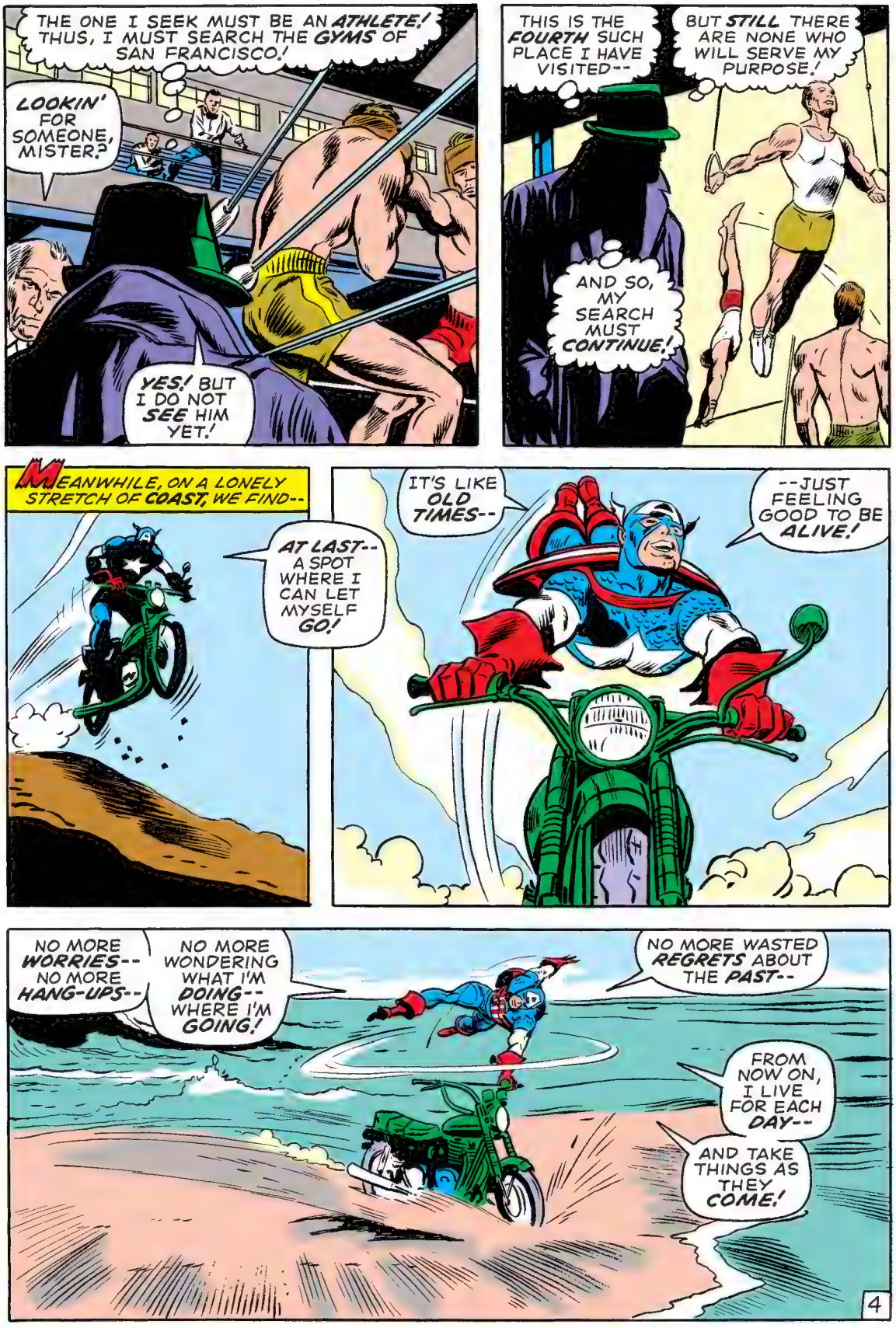
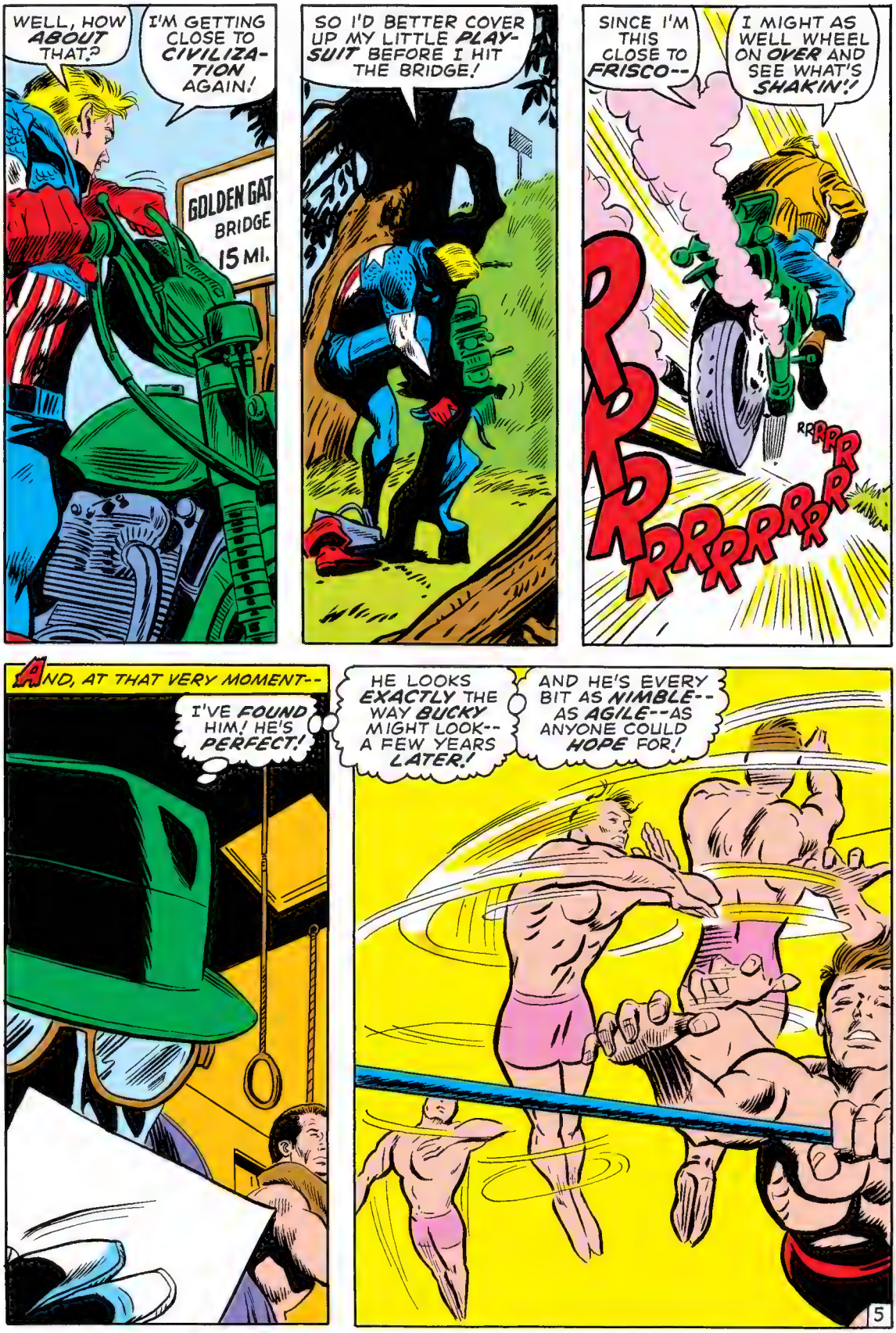
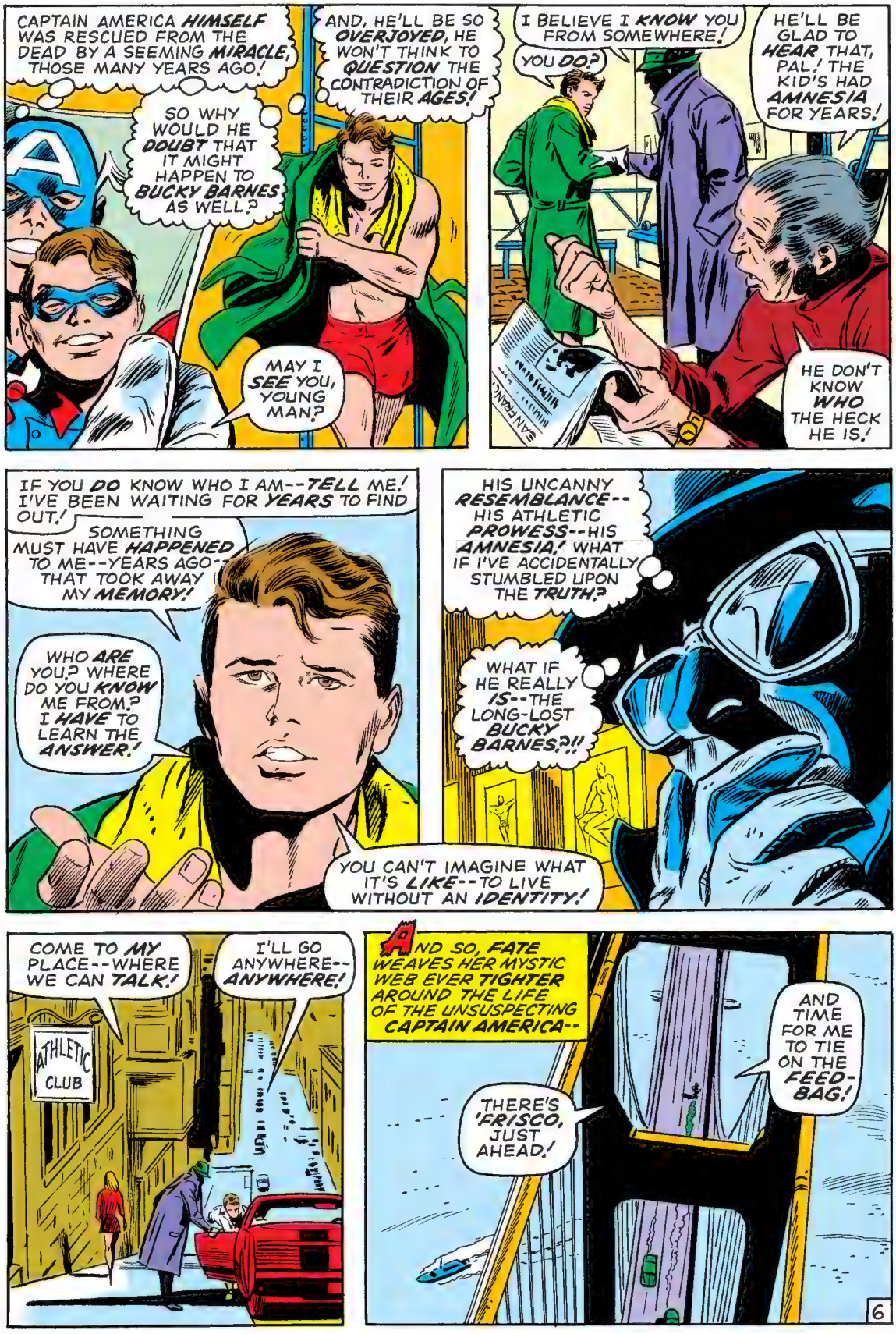
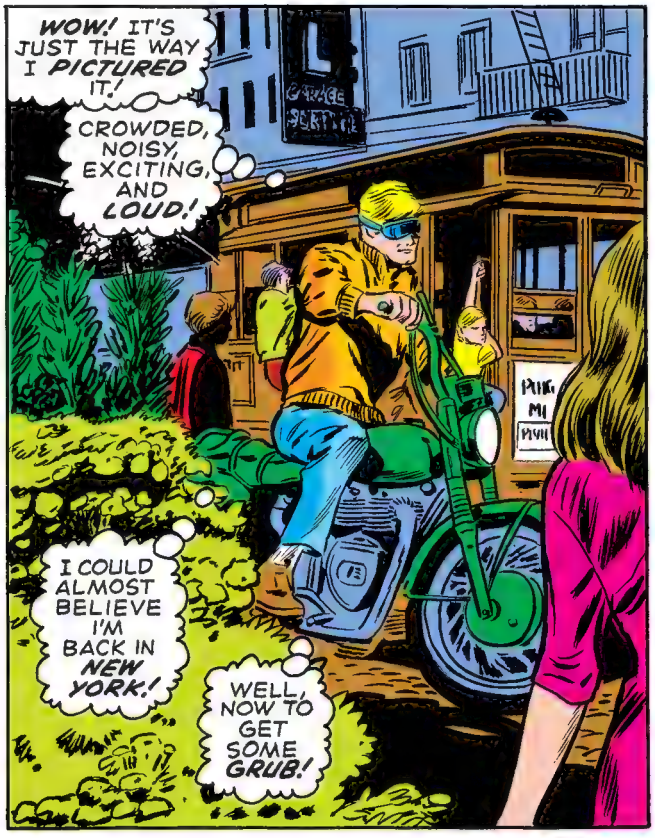
FOR MONTHS I HAVE LIVED IN HIDING--CONCEALING MY IDENTITY BENEATH A SILKEN HOOD!
--PREPARING FOR THE DAY WHEN MEN ONCE MORE WILL FEAR THE VERY MENTION OF MY NAME!
BUT CAPTAIN AMERICA HAS DARED TO INTERFERE WITH MY PLANS--*
AND SO, CAPTAIN AMERICA MUST DIE!
*IT HAPPENED LAST ISH...AS IF WE HAD TO TELL YOU!--STAN.
NEITHER THE POWERFUL RED SKULL--NOR THE TRAPSTER--NOR THE DEADLY EXILES, WERE ABLE TO DOWN THE MASKED AVENGER!
AND YET, THERE MUST BE A WAY TO--
BUT WAIT! I HAVE FOUND IT AT LAST!
HIS YOUNG PARTNER, BUCKY BARNES, WAS SUPPOSED TO HAVE PERISHED IN WORLD WAR TWO!
BUT, WHAT IF CAPTAIN AMERICA WERE TO BELIEVE THAT BUCKY STILL LIVES?
HE'D BRAVE ANY DANGER--ANY TRAP--TO FIND HIM AGAIN!
AND SO, I HAVE MY ANSWER!
2

IF ALL GOES WELL, I'LL LURE MY SHIELD-SLINGING VICTIM HERE TO MY LONELY HOME--
THE PLACE FROM WHICH HE WILL NEVER ESCAPE-- ALIVE!
NOW, ALL THAT IS NEEDED IS THE HUMAN BAIT FOR MY TRAP!
BAIT WHICH ONLY I ALONE CAN FIND!
AND FIND HIM I WILL!
THEN, WHEN CAPTAIN AMERICA AND I STAND FACE-TO-FACE AT LAST--
I WILL CONFRONT HIM UNMASKED--
--SO THAT HIS FINAL MEMORY WILL BE THE FACE OF THE ONE WHO HAS BROUGHT HIM TO DEADLY DEFEAT!
AND NOW TO PLAY OUT THE GRIM SCENES OF THE TRAGEDY WHICH IS TO COME!
3

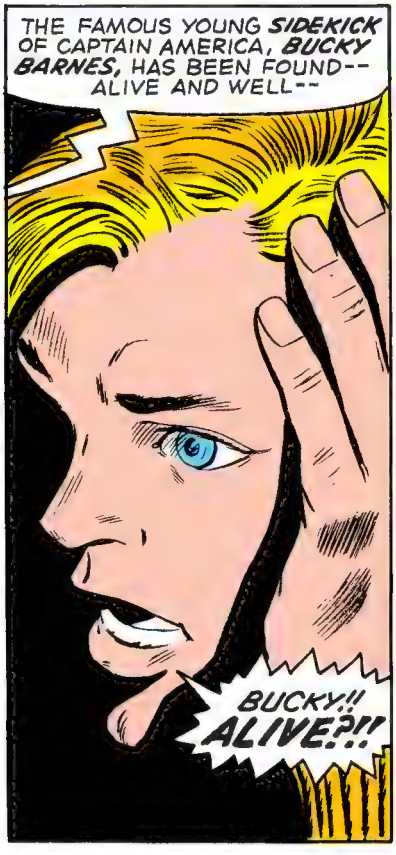

THE ONE I SEEK MUST BE AN ATHLETE! THUS, I MUST SEARCH THE GYMS OF SAN FRANCISCO!
LOOKIN' FOR SOMEONE, MISTER?
YES! BUT I DO NOT SEE HIM YET!
THIS IS THE FOURTH SUCH PLACE I HAVE VISITED--
BUT STILL THERE ARE NONE WHO WILL SERVE MY PURPOSE!
AND SO, MY SEARCH MUST CONTINUE!
MEANWHILE, ON A LONELY STRETCH OF COAST, WE FIND--
AT LAST-- A SPOT WHERE I CAN LET MYSELF GO!
IT'S LIKE OLD TIMES--
--JUST FEELING GOOD TO BE ALIVE!
NO MORE WORRIES-- NO MORE HANG-UPS--
NO MORE WONDERING WHAT I'M DOING-- WHERE I'M GOING!
NO MORE WASTED REGRETS ABOUT THE PAST--
FROM NOW ON, I LIVE FOR EACH DAY--
AND TAKE THINGS AS THEY COME!

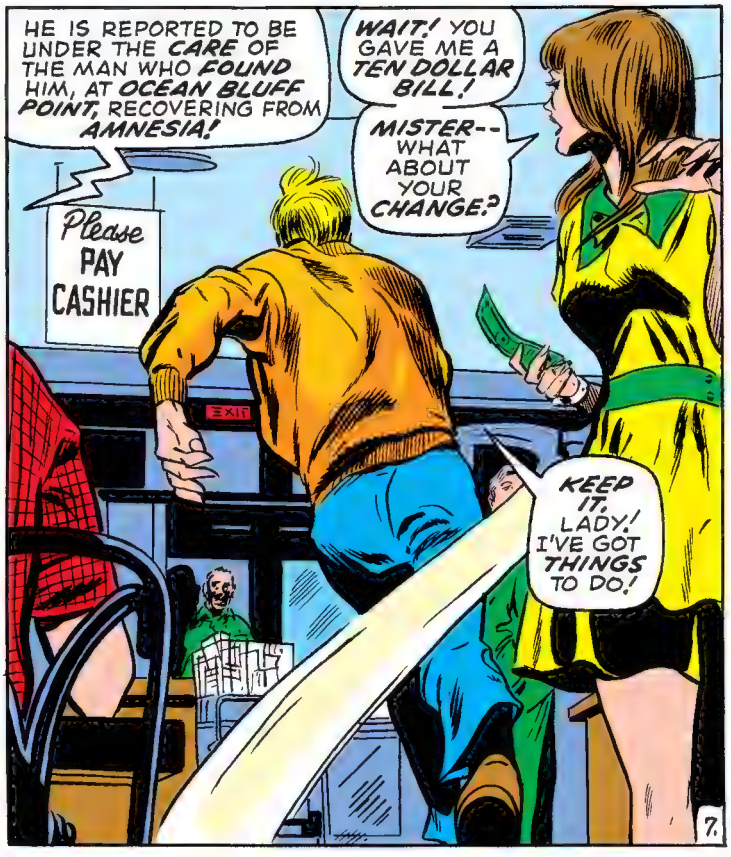

WELL, HOW ABOUT THAT?
I'M GETTING CLOSE TO CIVILIZATION AGAIN!
GOLDEN GAT BRIDGE 15 MI.
SO I'D BETTER COVER UP MY LITTLE PLAY-SUIT BEFORE I HIT THE BRIDGE!
SINCE I'M THIS CLOSE TO FRISCO--
I MIGHT AS WELL WHEEL ON OVER AND SEE WHAT'S SHAKIN'!
RRRRRRRRRRRRRR
AND, AT THAT VERY MOMENT--
I'VE FOUND HIM! HE'S PERFECT!
HE LOOKS EXACTLY THE WAY BUCKY MIGHT LOOK-- A FEW YEARS LATER!
AND HE'S EVERY BIT AS NIMBLE-- AS AGILE--AS ANYONE COULD HOPE FOR!

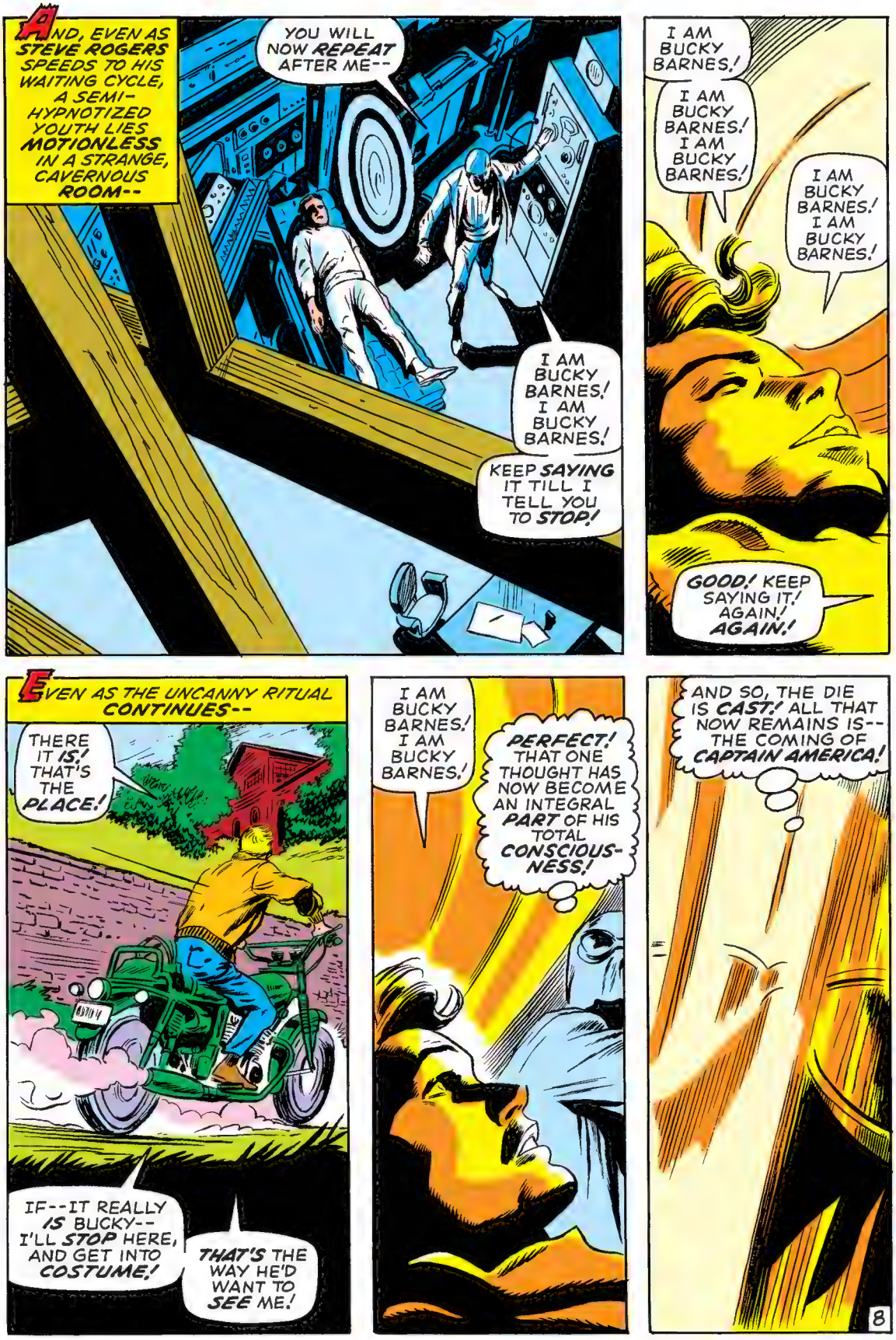

CAPTAIN AMERICA HIMSELF WAS RESCUED FROM THE DEAD BY A SEEMING MIRACLE, THOSE MANY YEARS AGO!
SO WHY WOULD HE DOUBT THAT IT MIGHT HAPPEN TO BUCKY BARNES AS WELL?
AND, HE'LL BE SO OVERJOYED, HE WON'T THINK TO QUESTION THE CONTRADICTION OF THEIR AGES!
MAY I SEE YOU, YOUNG MAN?
I BELIEVE I KNOW YOU FROM SOMEWHERE!
YOU DO?
HE'LL BE GLAD TO HEAR THAT, PAL! THE KID'S HAD AMNESIA FOR YEARS!
HE DON'T KNOW WHO THE HECK HE IS!
IF YOU DO KNOW WHO I AM--TELL ME! I'VE BEEN WAITING FOR YEARS TO FIND OUT!
SOMETHING MUST HAVE HAPPENED TO ME--YEARS AGO--THAT TOOK AWAY MY MEMORY!
WHO ARE YOU? WHERE DO YOU KNOW ME FROM? I HAVE TO LEARN THE ANSWER!
HIS UNCANNY RESEMBLANCE--HIS ATHLETIC PROWESS--HIS AMNESIA! WHAT IF I'VE ACCIDENTALLY STUMBLED UPON THE TRUTH?
WHAT IF HE REALLY IS--THE LONG-LOST BUCKY BARNES?!!
YOU CAN'T IMAGINE WHAT IT'S LIKE--TO LIVE WITHOUT AN IDENTITY!
COME TO MY PLACE--WHERE WE CAN TALK!
I'LL GO ANYWHERE--ANYWHERE!
ATHLETIC CLUB
AND SO, FATE WEAVES HER MYSTIC WEB EVER TIGHTER AROUND THE LIFE OF THE UNSUSPECTING CAPTAIN AMERICA--
THERE'S 'FRISCO, JUST AHEAD!
AND TIME FOR ME TO TIE ON THE FEED-BAG!

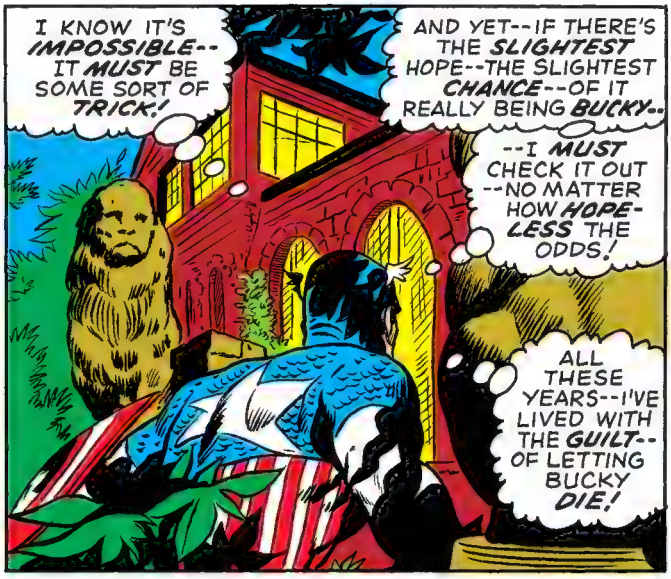

WOW! IT'S JUST THE WAY I PICTURED IT!
CROWDED, NOISY, EXCITING, AND LOUD!
I COULD ALMOST BELIEVE I'M BACK IN NEW YORK!
WELL, NOW TO GET SOME GRUB!

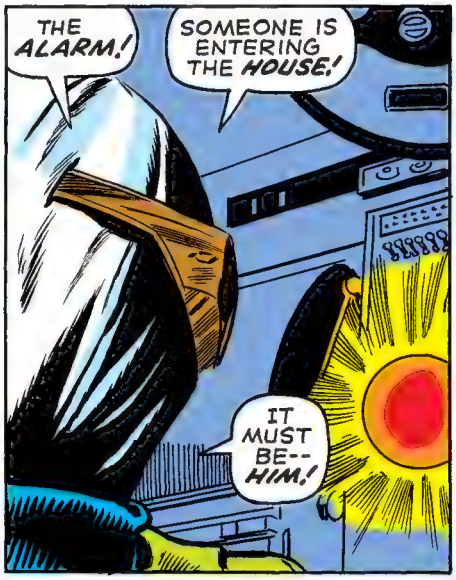
NO MATTER WHAT ANYONE SAYS, YOU CAN'T BEAT THE COFFEE IN A DINER! MAYBE I'LL HAVE A-- HEY! WHAT'S THAT?
WE INTERRUPT OUR MUSIC TO BRING YOU A SPECIAL BULLETIN--
SOME MOVIE STAR PROBABLY GOT HIS TENTH DIVORCE--

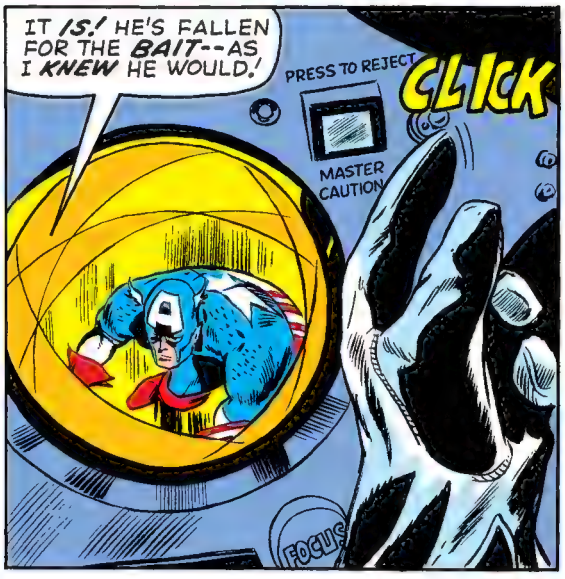

THE FAMOUS YOUNG SIDEKICK OF CAPTAIN AMERICA, BUCKY BARNES, HAS BEEN FOUND-- ALIVE AND WELL--
BUCKY!! ALIVE?!!

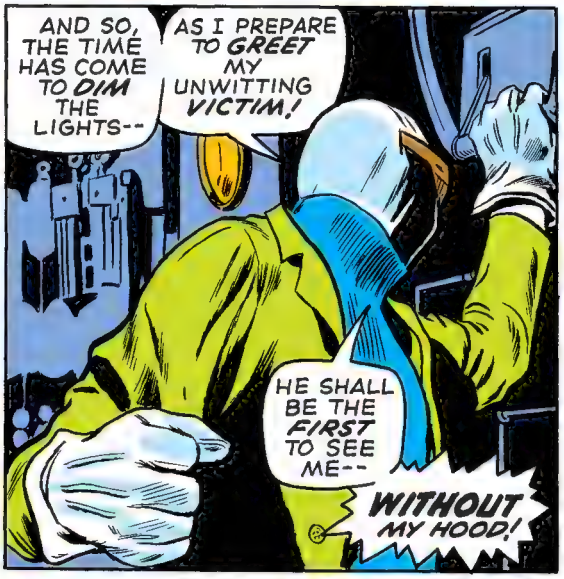

HE IS REPORTED TO BE UNDER THE CARE OF THE MAN WHO FOUND HIM, AT OCEAN BLUFF POINT, RECOVERING FROM AMNESIA!
WAIT! YOU GAVE ME A TEN DOLLAR BILL!
MISTER-- WHAT ABOUT YOUR CHANGE?
Please PAY CASHIER
EXIT
KEEP IT, LADY! I'VE GOT THINGS TO DO!


AND, EVEN AS STEVE ROGERS SPEEDS TO HIS WAITING CYCLE, A SEMI-HYPNOTIZED YOUTH LIES MOTIONLESS IN A STRANGE, CAVERNOUS ROOM--
YOU WILL NOW REPEAT AFTER ME--
I AM BUCKY BARNES! I AM BUCKY BARNES!
KEEP SAYING IT TILL I TELL YOU TO STOP!
I AM BUCKY BARNES!
I AM BUCKY BARNES! I AM BUCKY BARNES!
I AM BUCKY BARNES! I AM BUCKY BARNES!
GOOD! KEEP SAYING IT! AGAIN! AGAIN!
EVEN AS THE UNCANNY RITUAL CONTINUES--
THERE IT IS! THAT'S THE PLACE!
IF--IT REALLY IS BUCKY-- I'LL STOP HERE, AND GET INTO COSTUME!
THAT'S THE WAY HE'D WANT TO SEE ME!
I AM BUCKY BARNES! I AM BUCKY BARNES!
PERFECT! THAT ONE THOUGHT HAS NOW BECOME AN INTEGRAL PART OF HIS TOTAL CONSCIOUSNESS!
AND SO, THE DIE IS CAST! ALL THAT NOW REMAINS IS-- THE COMING OF CAPTAIN AMERICA!

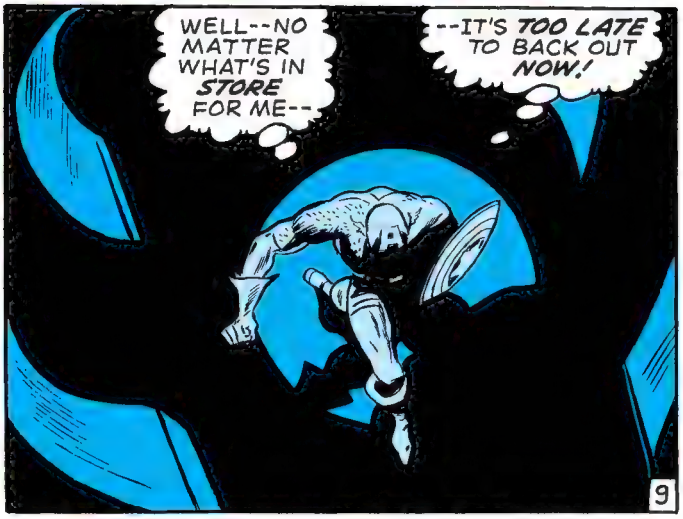

I KNOW IT'S IMPOSSIBLE--IT MUST BE SOME SORT OF TRICK!
AND YET--IF THERE'S THE SLIGHTEST HOPE--THE SLIGHTEST CHANCE--OF IT REALLY BEING BUCKY..
--I MUST CHECK IT OUT --NO MATTER HOW HOPE-LESS THE ODDS!
ALL THESE YEARS--I'VE LIVED WITH THE GUILT--OF LETTING BUCKY DIE!


THE ALARM!
SOMEONE IS ENTERING THE HOUSE!
IT MUST BE--HIM!

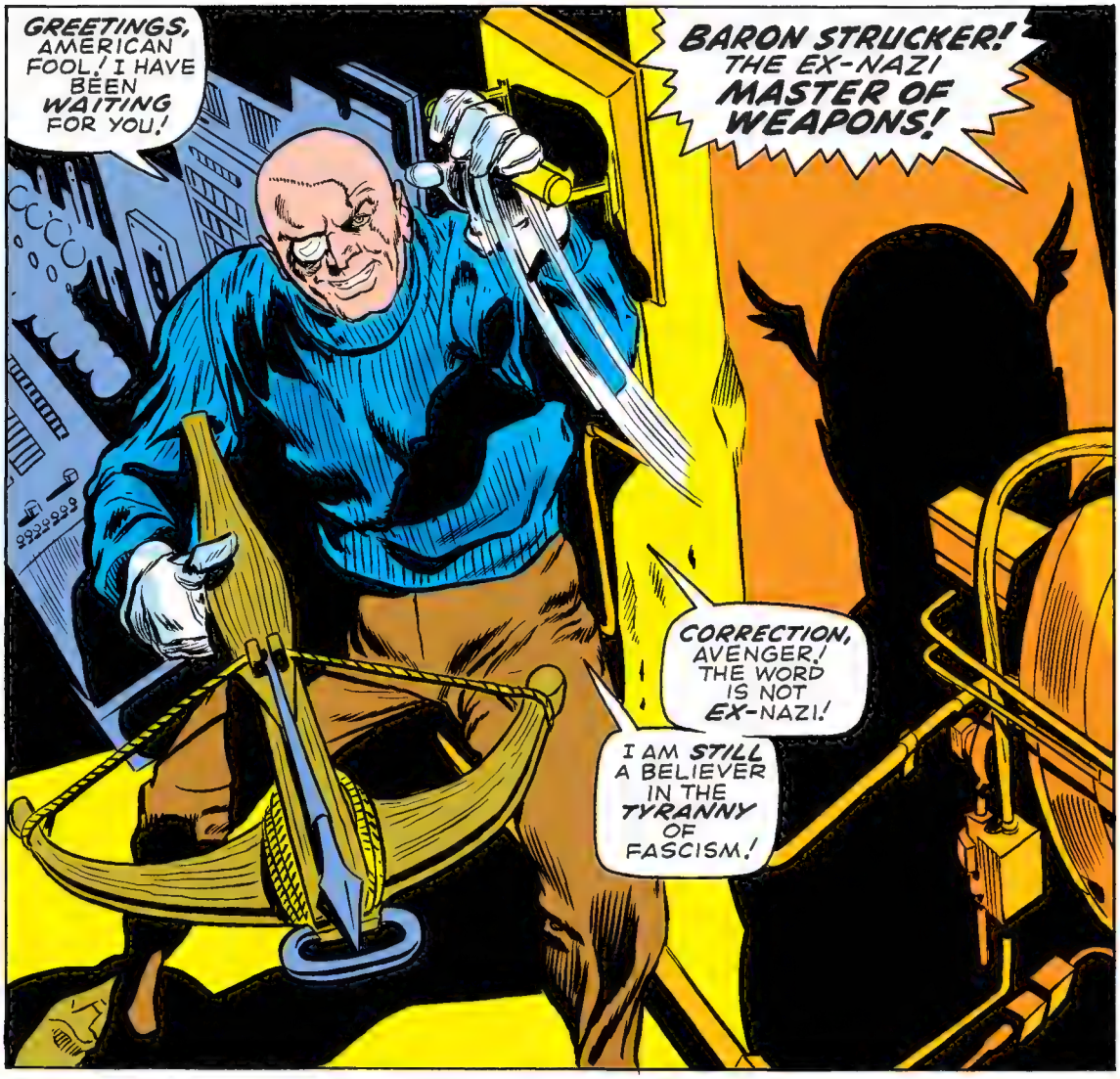

IT IS! HE'S FALLEN FOR THE BAIT--AS I KNEW HE WOULD!
PRESS TO REJECT
CLICK
MASTER CAUTION
FOCUS

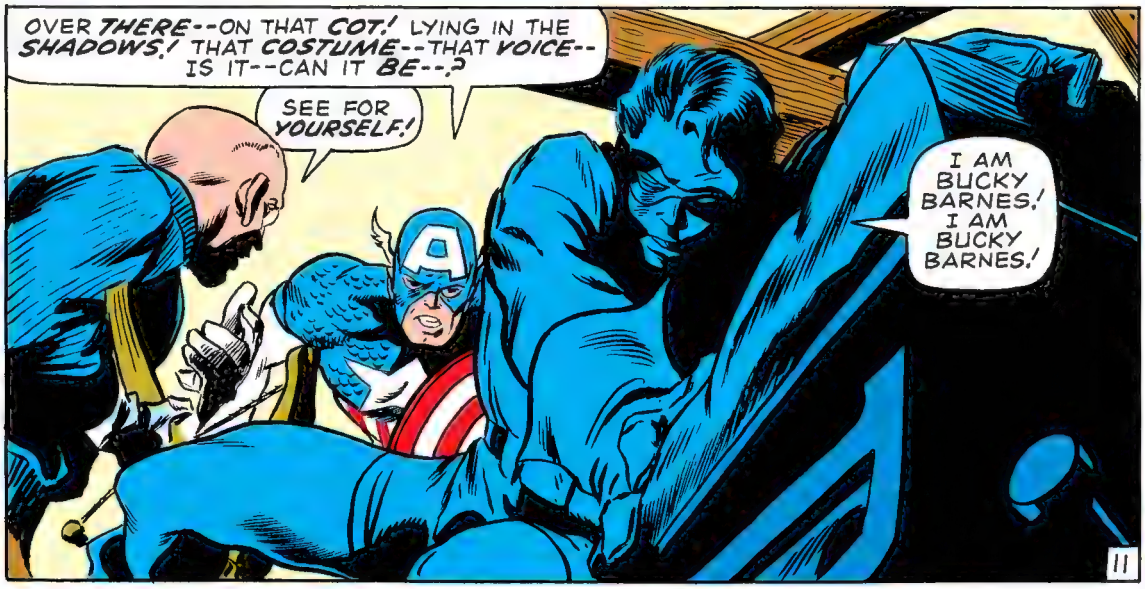

AND SO, THE TIME HAS COME TO DIM THE LIGHTS--
AS I PREPARE TO GREET MY UNWITTING VICTIM!
HE SHALL BE THE FIRST TO SEE ME--
WITHOUT MY HOOD!

THE LIGHTS--ALL GOING OUT!
AND THE SOUND OF IRON SHUTTERS BEING DROPPED--LOCKING ME IN!
SLAM!
SLAM!
SLAM!
SLAM!


WELL--NO MATTER WHAT'S IN STORE FOR ME--
--IT'S TOO LATE TO BACK OUT NOW!

A DOOR-- UNLOCKED!
THAT MEANS-- I MUST BE EXPECTED!
BUT, THE ROOM BEYOND-- IS STILL DARKER! CAN'T SEE ANY-- UUHH!
I WALKED INTO SOME SORT OF STAIR-WAY...
SO I MIGHT AS WELL FIND OUT WHERE IT LEADS--
I SEEM TO HEAR A VOICE-- ABOVE ME-- MUMBLING, OVER AND OVER AGAIN--
IT SOUNDS LIKE-- HE'S REPEATING THE NAME-- BUCKY BARNES!
THAT'S IT, CAPTAIN AMERICA! ANOTHER FEW STEPS, AND ALL WILL BE REVEALED!
10


GREETINGS, AMERICAN FOOL! I HAVE BEEN WAITING FOR YOU!
BARON STRUCKER! THE EX-NAZI MASTER OF WEAPONS!
CORRECTION, AVENGER! THE WORD IS NOT EX-NAZI!
I AM STILL A BELIEVER IN THE TYRANNY OF FASCISM!

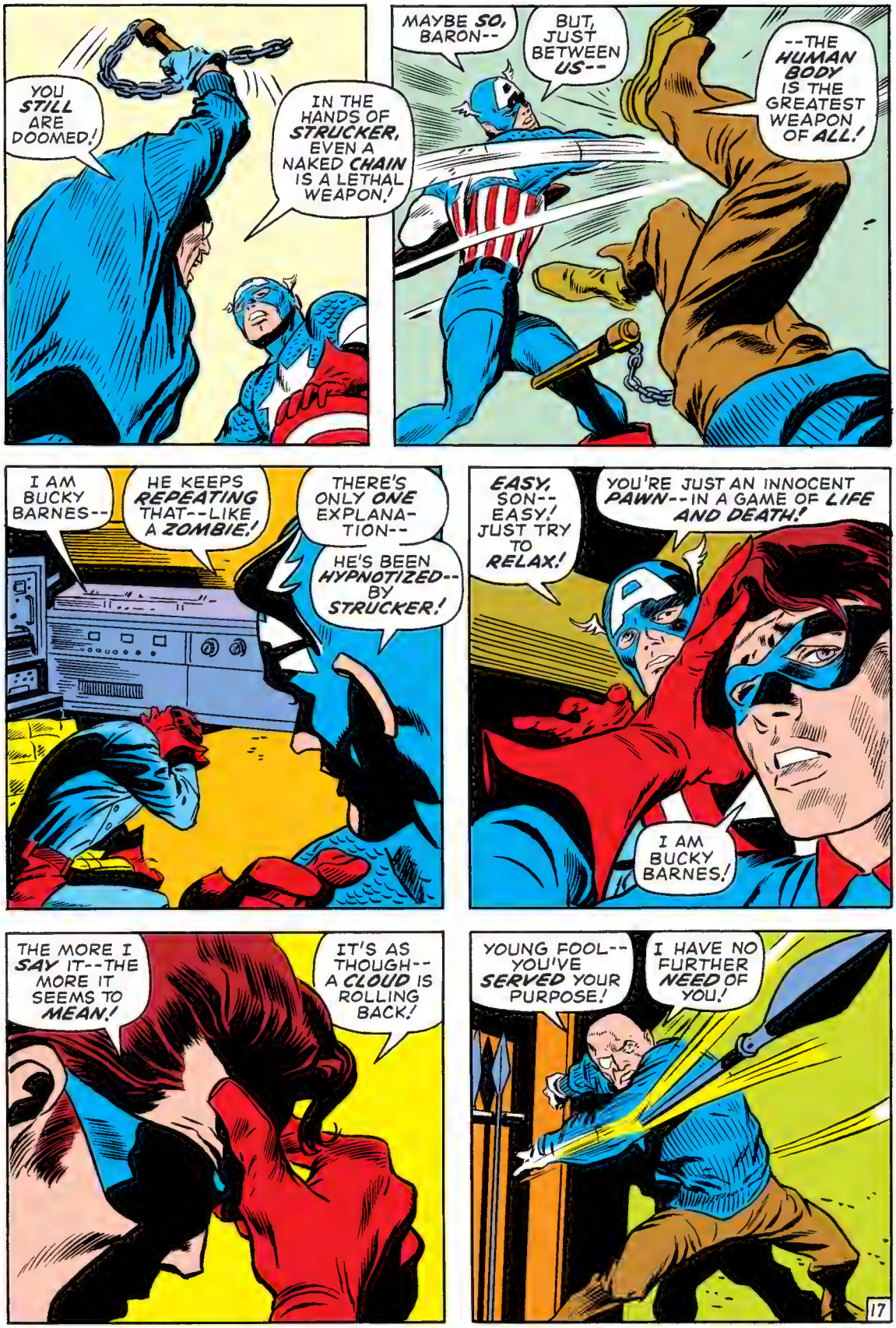

OVER THERE--ON THAT COT! LYING IN THE SHADOWS! THAT COSTUME--THAT VOICE-- IS IT--CAN IT BE--?
SEE FOR YOURSELF!
I AM BUCKY BARNES! I AM BUCKY BARNES!

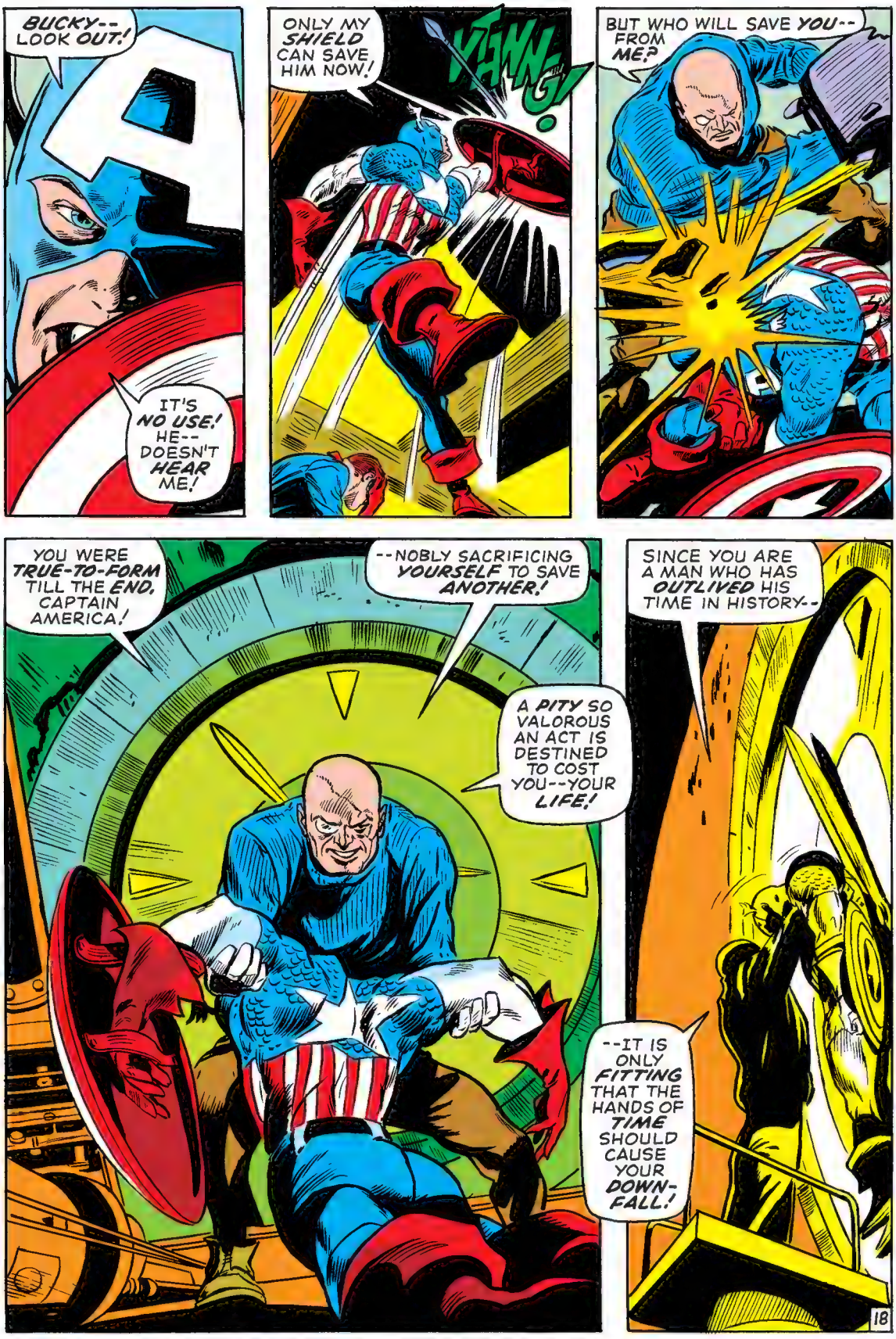
I AM BUCKY BARNES--
HE'S IN A COMA--IN SOME SORT OF TRANCE!
WHETHER HE'S REALLY BUCKY OR NOT--WHAT HAVE YOU DONE TO HIM?
THAT IS NOT YOUR PROBLEM, FOOL!
IT IS WHAT I SHALL DO TO YOU THAT COUNTS!
SO IT WAS A TRAP TO LURE ME HERE!
INDEED! AND BUCKY WAS THE BAIT!
THAT CABLE--BENEATH MY FOOT! IF I MOVE FAST ENOUGH--
12
HAVE YOU FORGOTTEN, BARON? EVEN A TRAP CAN BACKFIRE!
THAK KAK
WHA--?
UHHHH!
IT'S NO GOOD! HE ROLLED WITH THE BLOW!
I WASN'T ABLE TO MAKE HIM DROP THE CROSSBOW!
WHAP!
13

IT IS GOOD THAT YOU HAD YOUR CHANCE, AVENGER!
TWANNG!
IT WILL MAKE MY TRIUMPH ALL THE MORE SATIS-FYING!
TRIUMPH? DON'T COUNT ON IT, MISTER!
I'M IN THIS TO STAY-- TILL I LEARN THE TRUTH ABOUT BUCKY!
BLANG
GOOD! GOOD! IT HAS BEEN YEARS SINCE I FOUND AN OPPONENT WORTHY OF MY SKILL!
SPINNG!
BUCKY! IF--IF IT IS YOU-- WHAT ARE YOU WAITING FOR?
YOU NEVER PLAYED IT SAFE ON THE SIDELINES BEFORE!
SAY SOMETHING, LAD-- WHILE THERE STILL IS TIME!

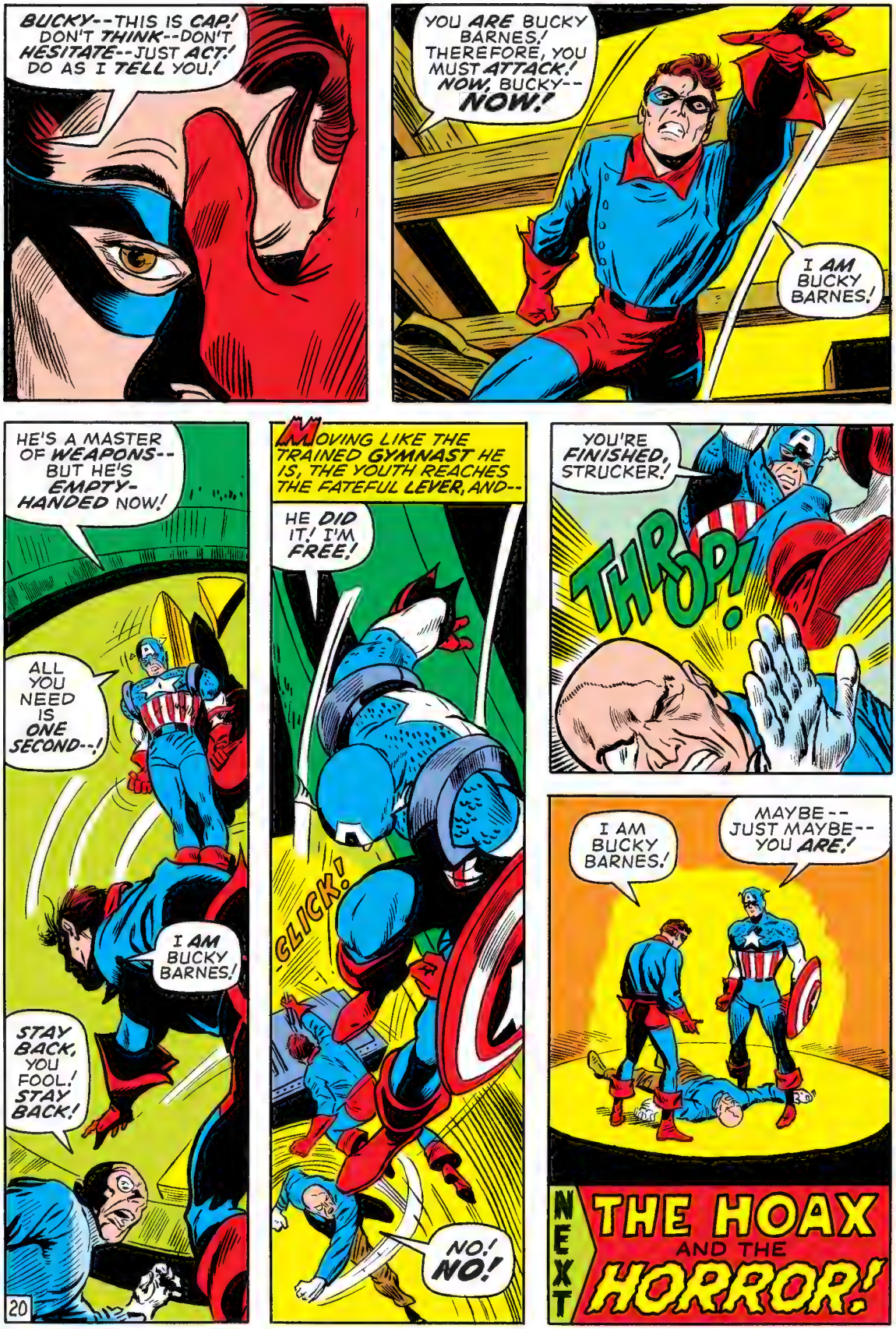
AT LEAST GET ON YOUR FEET, BOY--
LET ME HAVE A LOOK AT YOU!
I AM BUCKY BARNES!
I AM BUCKY BARNES!
NOT FOR NOTHING AM I CALLED THE WEAPONS MASTER!
MY SUPPLY-- AND MY SKILL-- ARE INEXHAUSTIBLE!
IN FIREARM OR BLADE-- CROSSBOW OR MACE--
I HAVE NO EQUAL!
NOT EVEN YOU CAN DODGE ME FOREVER!
I DON'T INTEND TO, BARON!
SOONER OR LATER-- MY TURN WILL COME!
IT CAN'T BE BUCKY! HE WOULDN'T JUST LIE THERE--NO MATTER WHAT!
ZONG!

I THOUGHT THE SIGHT OF HIM WOULD MAKE YOU--UNHHH!
I'M NOT BEATEN YET, STRUCKER!
DON'T BE TOO SURE OF THAT!
ZRAK!
AMERICAN DOG! I'VE HATED YOU FOR YEARS!
YOUR FAME--YOUR SO-CALLED SKILL--HAVE MADE ME LONG TO DESTROY YOU!
FOR I AM THE WEAPONS MASTER--I AM BARON STRUCKER--I AM THE ONE WHO SHALL CRUSH YOU!
THEN, THE WORLD WILL SEE THAT FASCISM IS NOT DEAD!
ONCE YOU HAVE MET DEFEAT, I WILL--ARHHH!
WHATEVER YOU DO, BIG MOUTH--
FSSIK
--YOU'LL DO IT WITHOUT THAT LITTLE SPIKED MARBLE!


YOU STILL ARE DOOMED!
IN THE HANDS OF STRUCKER, EVEN A NAKED CHAIN IS A LETHAL WEAPON!
MAYBE SO, BARON--
BUT, JUST BETWEEN US--
--THE HUMAN BODY IS THE GREATEST WEAPON OF ALL!
I AM BUCKY BARNES--
HE KEEPS REPEATING THAT--LIKE A ZOMBIE!
THERE'S ONLY ONE EXPLANATION--
HE'S BEEN HYPNOTIZED--BY STRUCKER!
EASY, SON--EASY! JUST TRY TO RELAX!
YOU'RE JUST AN INNOCENT PAWN--IN A GAME OF LIFE AND DEATH!
I AM BUCKY BARNES!
THE MORE I SAY IT--THE MORE IT SEEMS TO MEAN!
IT'S AS THOUGH--A CLOUD IS ROLLING BACK!
YOUNG FOOL--YOU'VE SERVED YOUR PURPOSE!
I HAVE NO FURTHER NEED OF YOU!


BUCKY--
LOOK OUT!
IT'S NO USE! HE--DOESN'T HEAR ME!
ONLY MY SHIELD CAN SAVE HIM NOW!
THWNG!
BUT WHO WILL SAVE YOU--FROM ME?
YOU WERE TRUE-TO-FORM TILL THE END, CAPTAIN AMERICA!
--NOBLY SACRIFICING YOURSELF TO SAVE ANOTHER!
A PITY SO VALOROUS AN ACT IS DESTINED TO COST YOU--YOUR LIFE!
SINCE YOU ARE A MAN WHO HAS OUTLIVED HIS TIME IN HISTORY--
--IT IS ONLY FITTING THAT THE HANDS OF TIME SHOULD CAUSE YOUR DOWN-FALL!
18

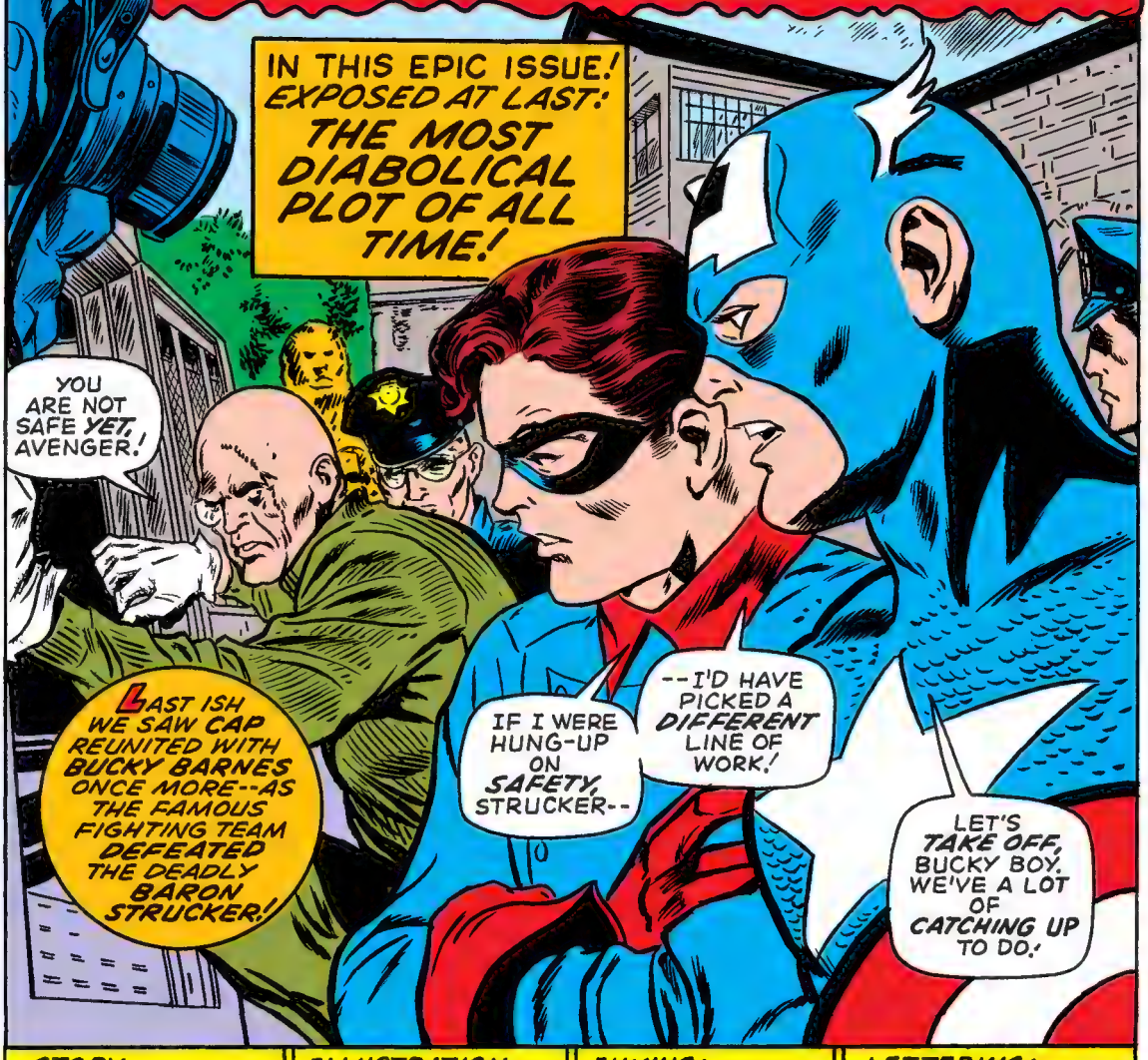
METAL RINGS-- HOLDING ME MAGNETICALLY SO I CANNOT MOVE!
HE'S PINIONED ME TO SOME SORT OF GIGANTIC CLOCK! BUT-- WHY?
NOTICE HOW SMOOTHLY THE MINUTE HAND APPROACHES THE HOUR OF TWELVE--
AND, WHEN IT TOUCHES THE HOUR HAND IN THAT INEVITABLE POSITION--
IT'S ALMOST THERE! JUST A FEW MORE MINUTES TO GO!
AT THAT SPLIT-SECOND, YOU'LL BE INSTANTLY ELECTRO-CUTED--
AND THE WORLD WILL HAVE SEEN THE LAST OF CAPTAIN AMERICA!
HE MEANS IT! THIS IS THE FATE HE HAD PLANNED FOR ME!
BUT IT MUSTN'T END LIKE THIS-- IT CAN'T!
I'VE SPENT A LIFE-TIME FIGHTING HIS KIND--AND ALL THEY'VE STOOD FOR!
WHEN I'M DESTINED TO FALL--IN MY FINAL BATTLE--
I CAN'T LET IT BE-- AT THE HANDS OF-- A NAZI!


BUCKY--THIS IS CAP! DON'T THINK--DON'T HESITATE--JUST ACT! DO AS I TELL YOU!
YOU ARE BUCKY BARNES! THEREFORE, YOU MUST ATTACK! NOW, BUCKY--NOW!
I AM BUCKY BARNES!
HE'S A MASTER OF WEAPONS--BUT HE'S EMPTY-HANDED NOW!
ALL YOU NEED IS ONE SECOND--!
I AM BUCKY BARNES!
STAY BACK, YOU FOOL! STAY BACK!
20
MOVING LIKE THE TRAINED GYMNAST HE IS, THE YOUTH REACHES THE FATEFUL LEVER, AND--
HE DID IT! I'M FREE!
-CLICK!
NO! NO!
YOU'RE FINISHED, STRUCKER!
THROP!
I AM BUCKY BARNES!
MAYBE--JUST MAYBE--YOU ARE!
NEXT
THE HOAX AND THE HORROR!

CAPT. AMERICA
15¢
132
DEC
MARVEL COMICS GROUP
CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
I'VE WAITED 20 YEARS TO DO THIS!
THE FEARFUL SECRET OF BUCKY BARNES!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

THE FEARFUL SECRET OF BUCKY BARNES!


IN THIS EPIC ISSUE! EXPOSED AT LAST: THE MOST DIABOLICAL PLOT OF ALL TIME!
YOU ARE NOT SAFE YET, AVENGER!
LAST ISH WE SAW CAP REUNITED WITH BUCKY BARNES ONCE MORE--AS THE FAMOUS FIGHTING TEAM DEFEATED THE DEADLY BARON STRUCKER!
IF I WERE HUNG-UP ON SAFETY, STRUCKER--
--I'D HAVE PICKED A DIFFERENT LINE OF WORK!
LET'S TAKE OFF, BUCKY BOY, WE'VE A LOT OF CATCHING UP TO DO!

STORY:	ILLUSTRATION:	INKING:	LETTERING:
STAN LEE	GENE COLAN	DICK AYERS	ARTIE SIMEK

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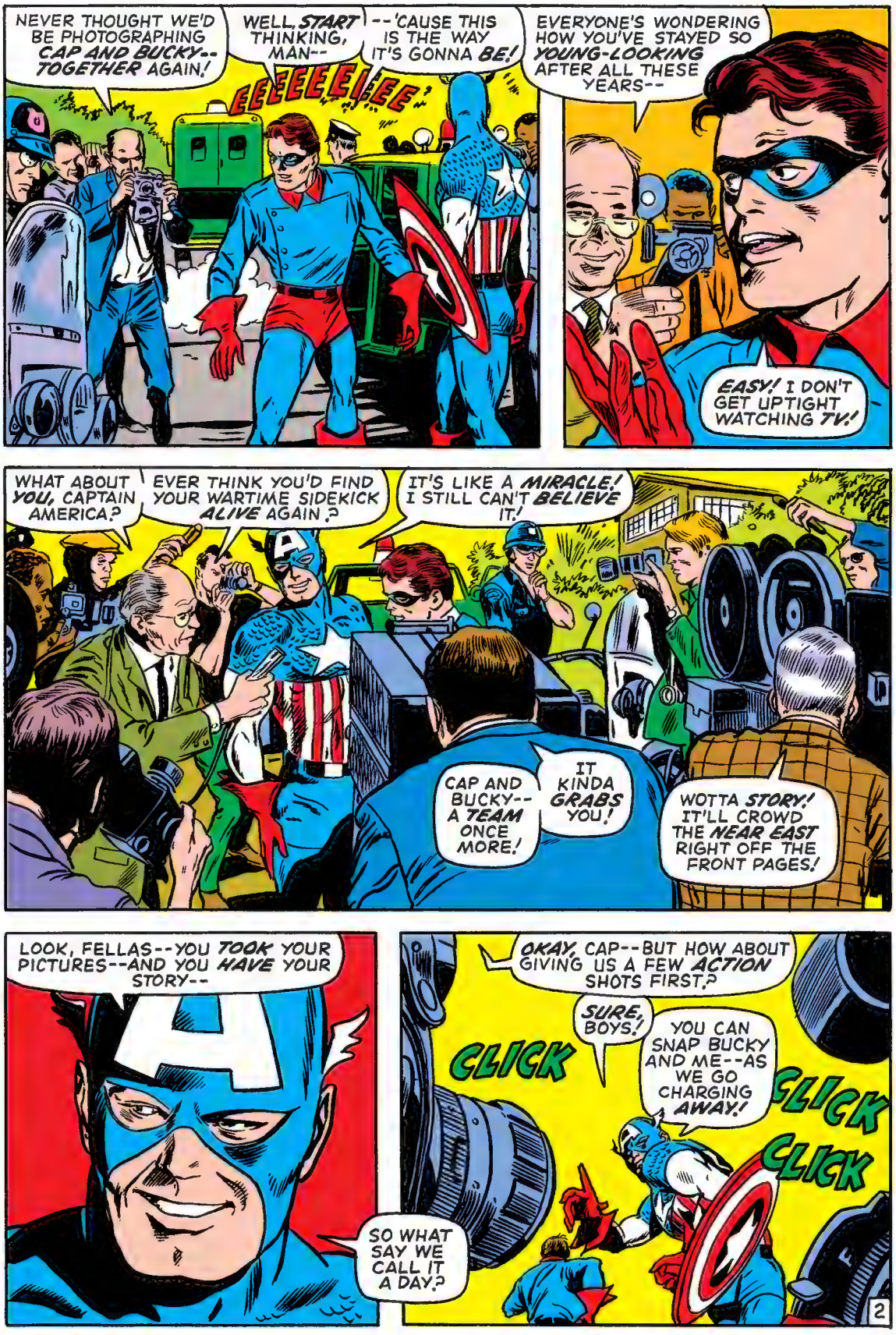
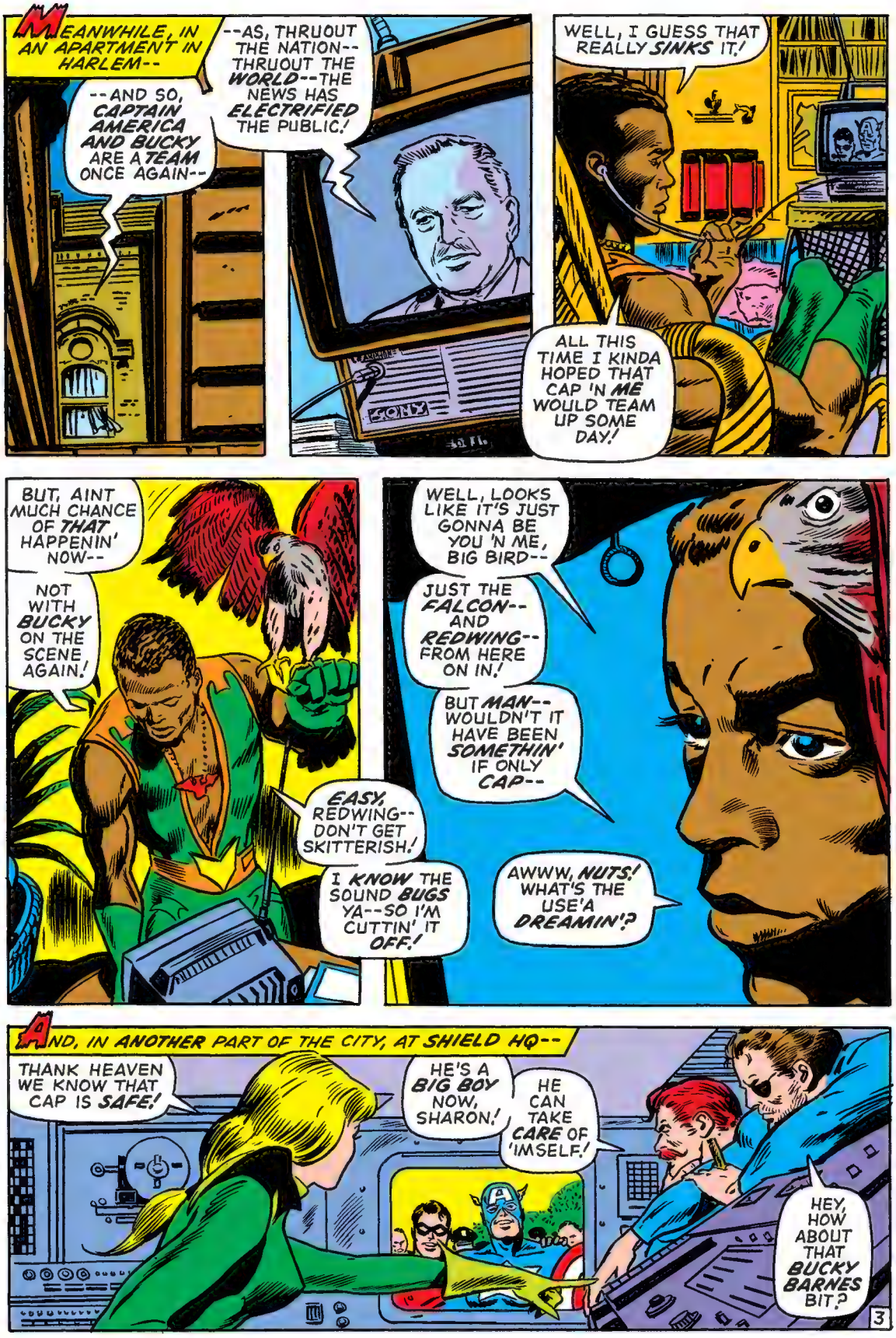
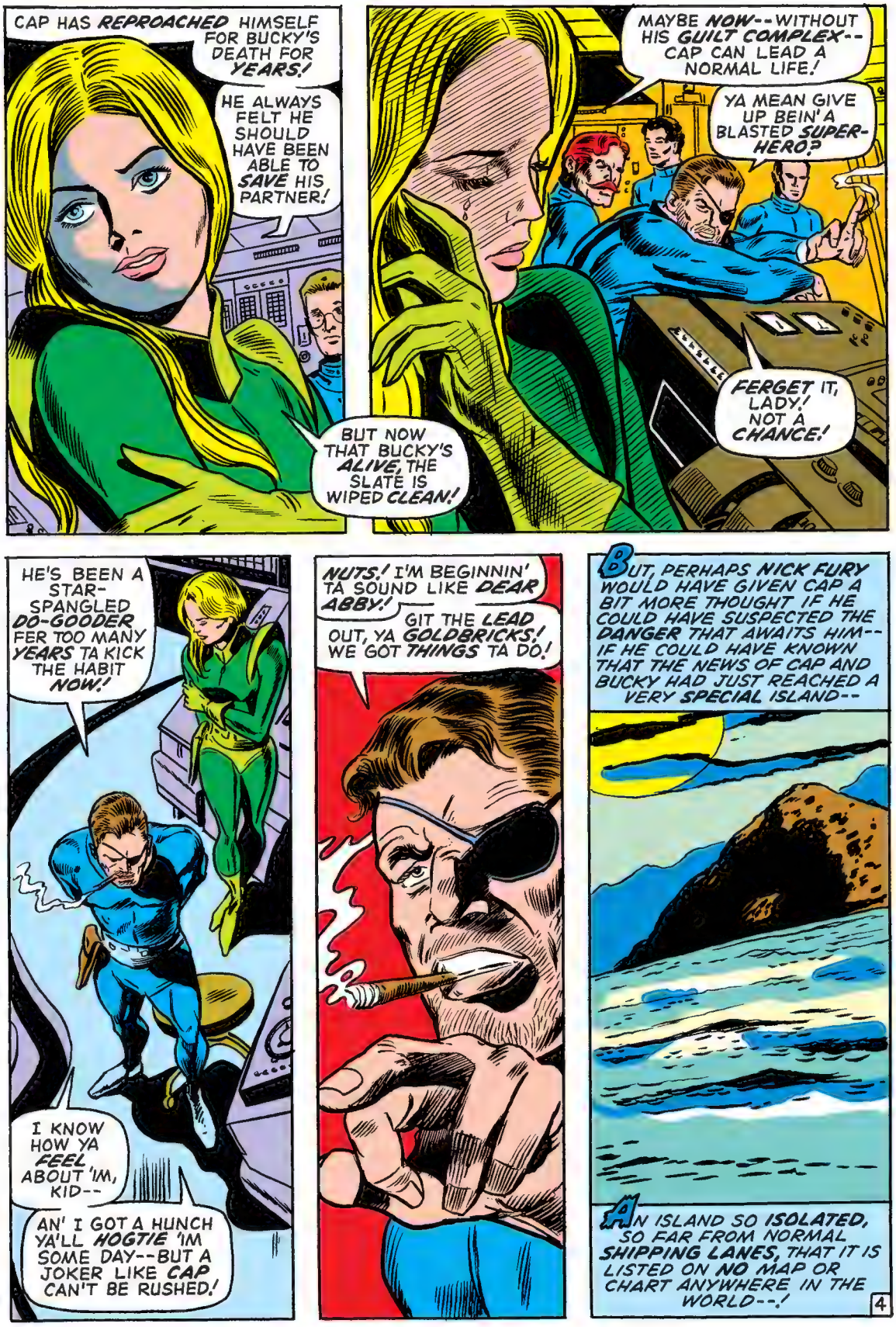
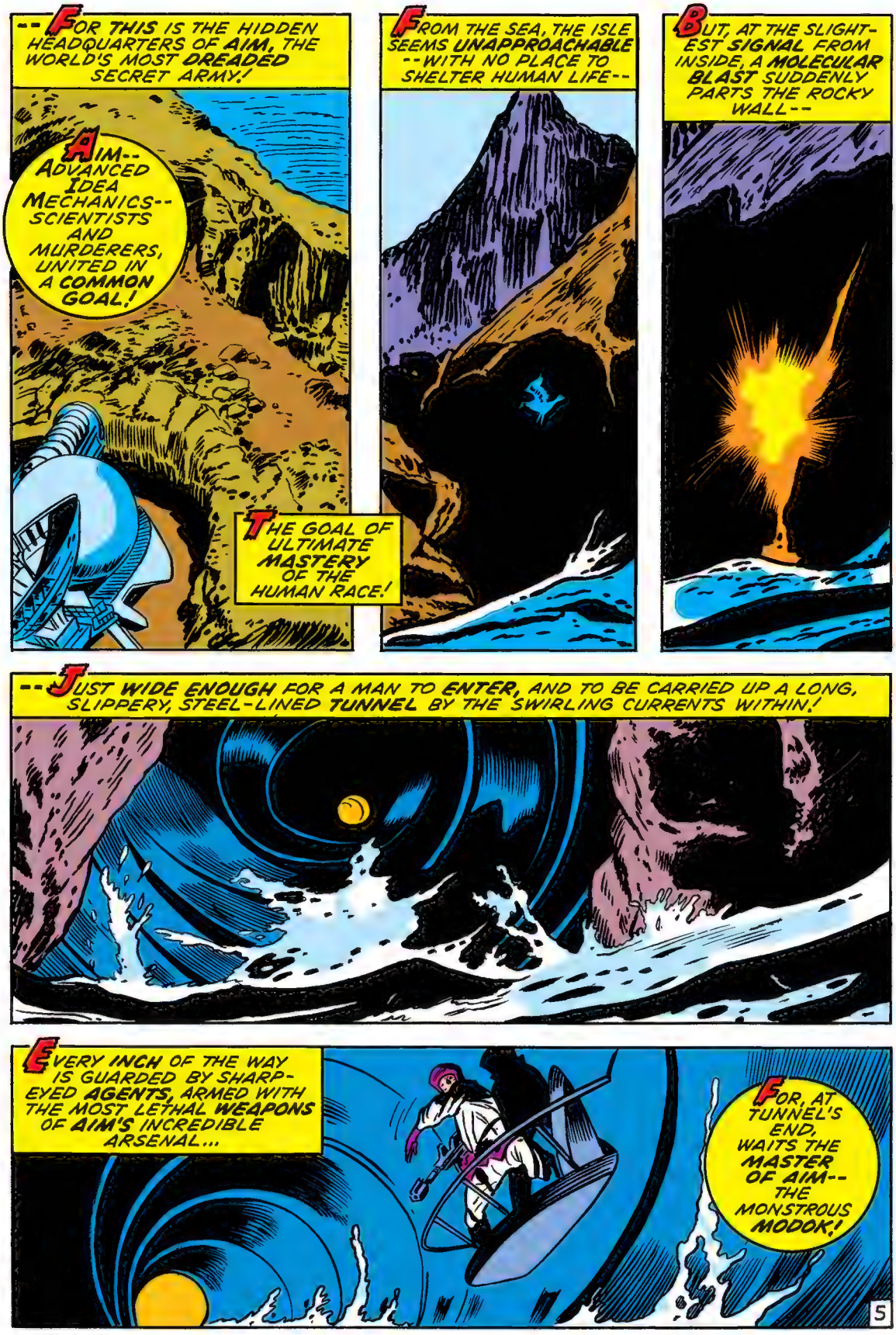
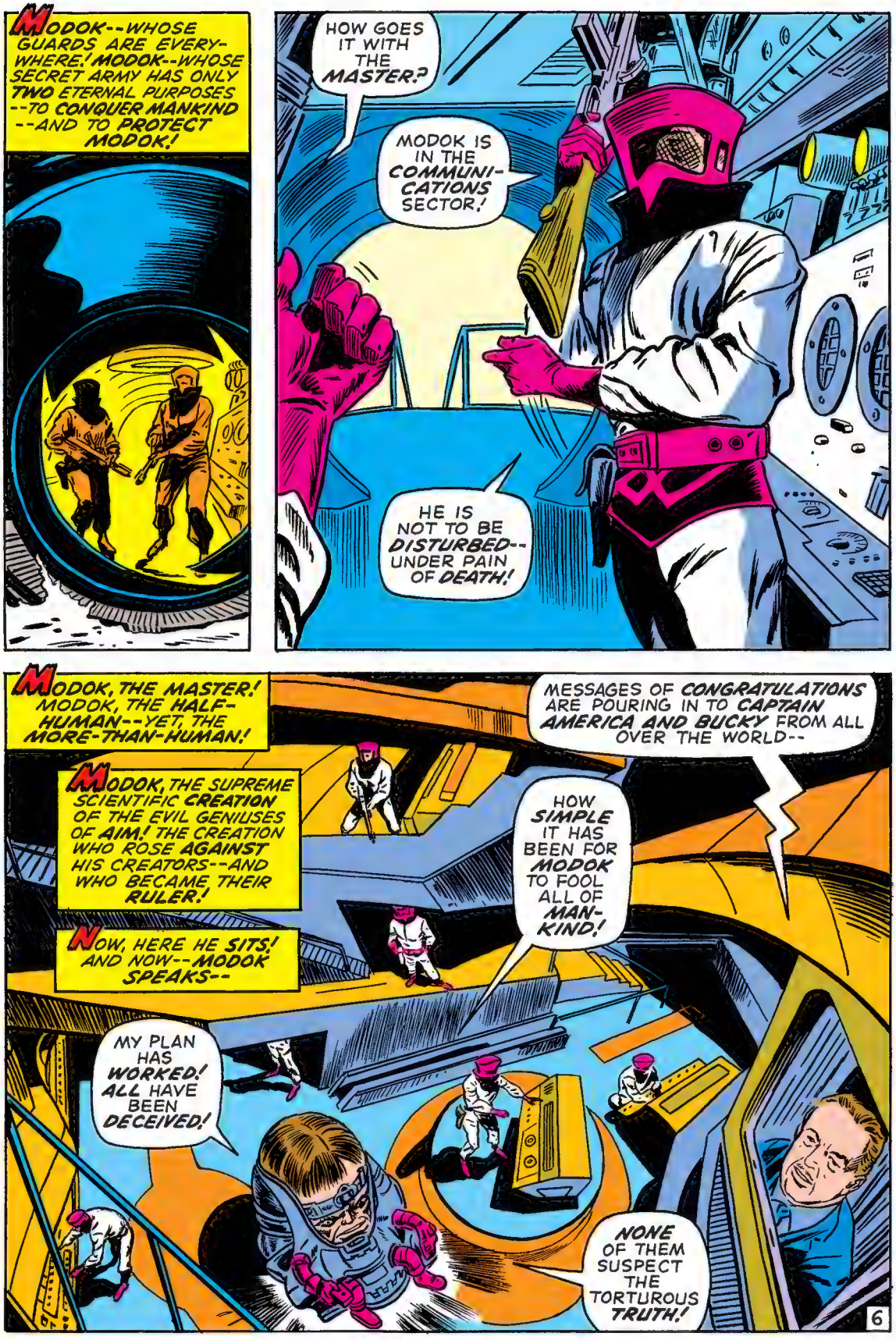
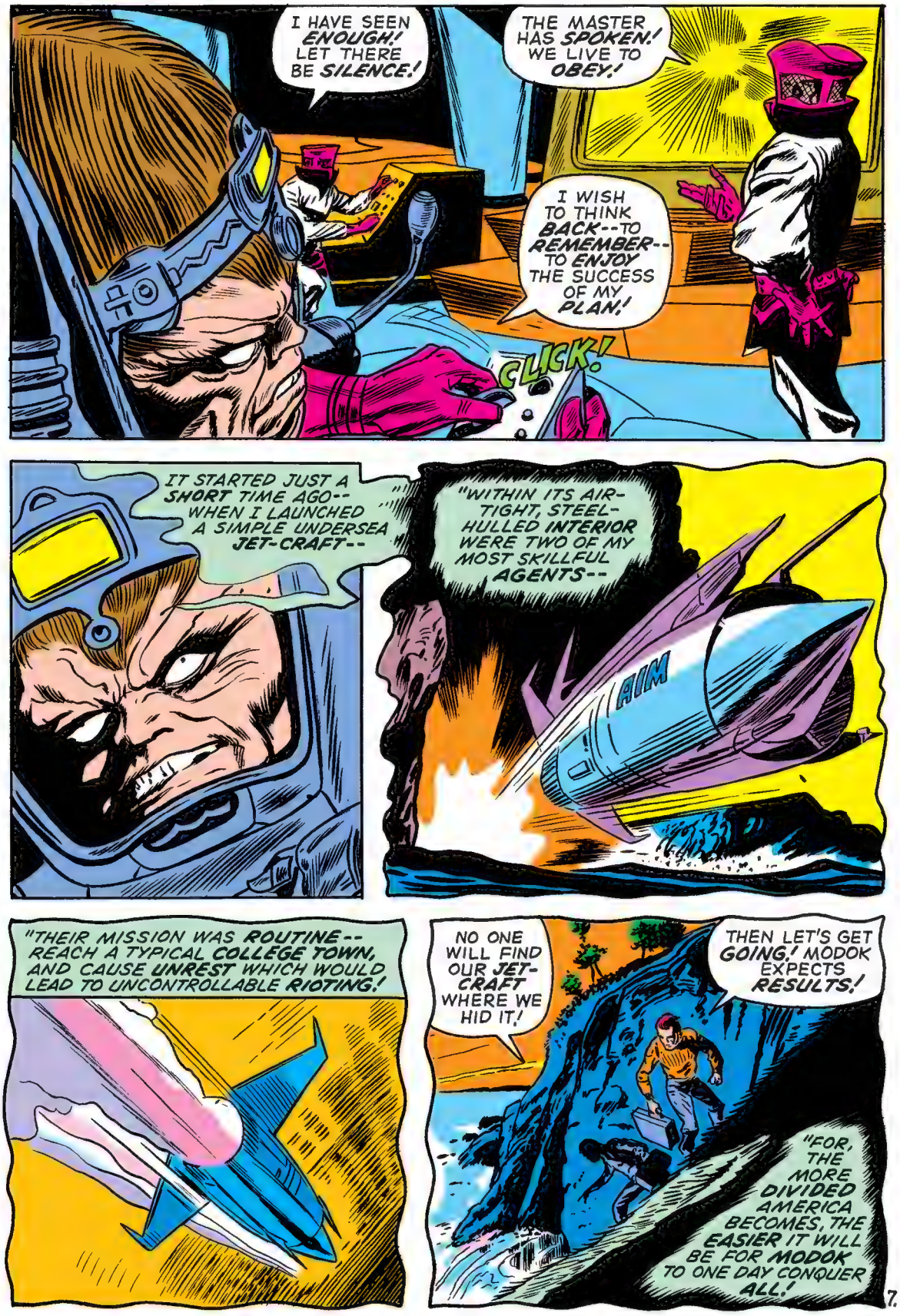

NEVER THOUGHT WE'D BE PHOTOGRAPHING CAP AND BUCKY--TOGETHER AGAIN!
WELL, START THINKING, MAN--
--'CAUSE THIS IS THE WAY IT'S GONNA BE!
EEEEEEEEE
EVERYONE'S WONDERING HOW YOU'VE STAYED SO YOUNG-LOOKING AFTER ALL THESE YEARS--
EASY! I DON'T GET UPTIGHT WATCHING TV!
WHAT ABOUT YOU, CAPTAIN AMERICA?
EVER THINK YOU'D FIND YOUR WARTIME SIDEKICK ALIVE AGAIN?
IT'S LIKE A MIRACLE! I STILL CAN'T BELIEVE IT!
CAP AND BUCKY--A TEAM ONCE MORE!
IT KINDA GRABS YOU!
WOTTA STORY! IT'LL CROWD THE NEAR EAST RIGHT OFF THE FRONT PAGES!
LOOK, FELLAS--YOU TOOK YOUR PICTURES--AND YOU HAVE YOUR STORY--
SO WHAT SAY WE CALL IT A DAY?
OKAY, CAP--BUT HOW ABOUT GIVING US A FEW ACTION SHOTS FIRST?
SURE, BOYS!
YOU CAN SNAP BUCKY AND ME--AS WE GO CHARGING AWAY!
CLICK
CLICK
CLICK

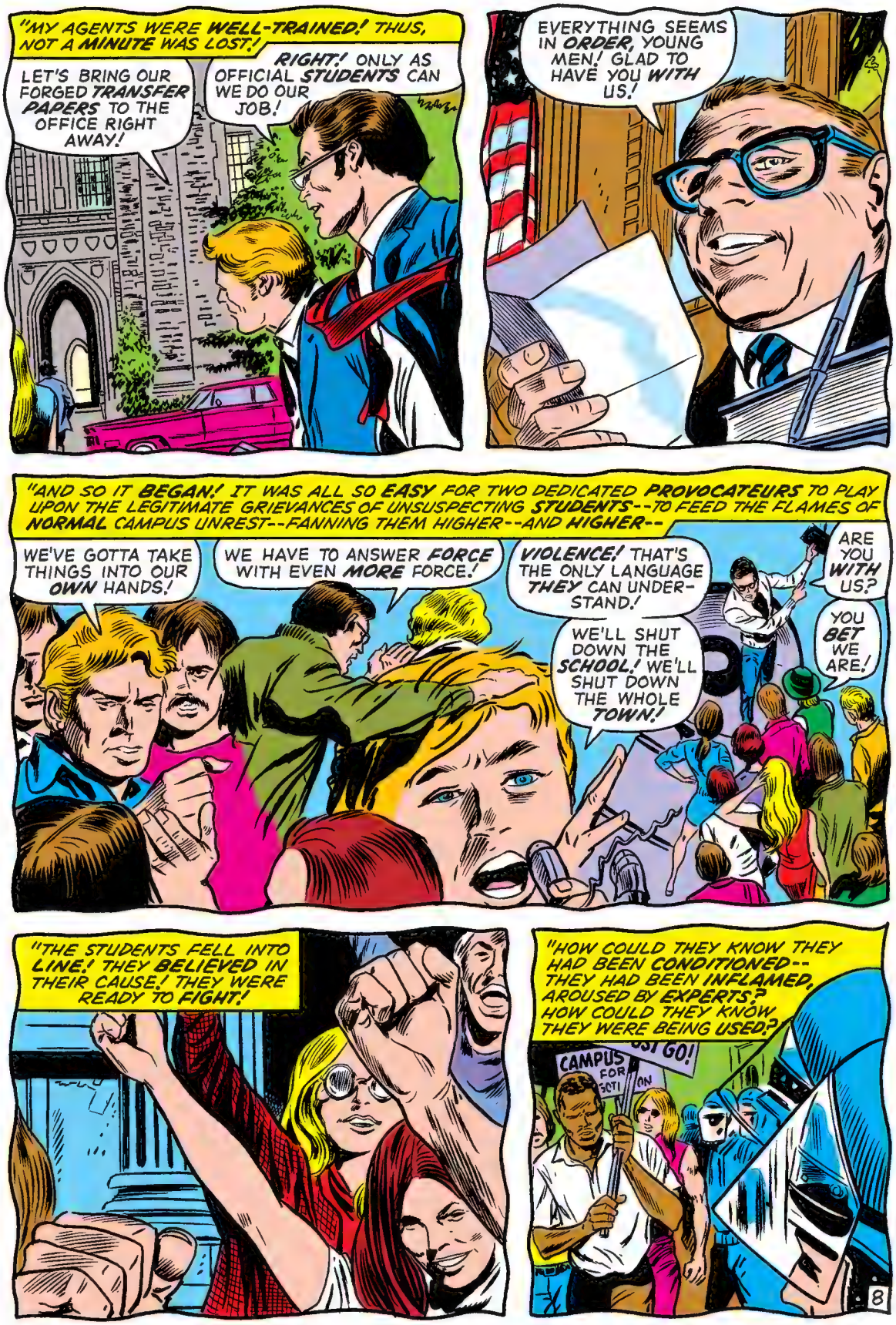

MEANWHILE, IN AN APARTMENT IN HARLEM--
--AND SO, CAPTAIN AMERICA AND BUCKY ARE A TEAM ONCE AGAIN--
--AS, THRUOUT THE NATION--THRUOUT THE WORLD--THE NEWS HAS ELECTRIFIED THE PUBLIC!
SONY
WELL, I GUESS THAT REALLY SINK'S IT!
ALL THIS TIME I KINDA HOPED THAT CAP 'N ME WOULD TEAM UP SOME DAY!
BUT, AINT MUCH CHANCE OF THAT HAPPENIN' NOW--
NOT WITH BUCKY ON THE SCENE AGAIN!
EASY, REDWING--DON'T GET SKITTERISH!
I KNOW THE SOUND BUGS YA--SO I'M CUTTIN' IT OFF!
WELL, LOOKS LIKE IT'S JUST GONNA BE YOU 'N ME, BIG BIRD--
JUST THE FALCON--AND REDWING--FROM HERE ON IN!
BUT MAN--WOULDN'T IT HAVE BEEN SOMETHIN' IF ONLY CAP--
AWWW, NUTS! WHAT'S THE USE'A DREAMIN'?
AND, IN ANOTHER PART OF THE CITY, AT SHIELD HQ--
THANK HEAVEN WE KNOW THAT CAP IS SAFE!
HE'S A BIG BOY NOW, SHARON!
HE CAN TAKE CARE OF 'IMSELF!
HEY, HOW ABOUT THAT BUCKY BARNES BIT?
3


CAP HAS REPROACHED HIMSELF FOR BUCKY'S DEATH FOR YEARS!
HE ALWAYS FELT HE SHOULD HAVE BEEN ABLE TO SAVE HIS PARTNER!
BUT NOW THAT BUCKY'S ALIVE, THE SLATE IS WIPED CLEAN!
MAYBE NOW--WITHOUT HIS GUILT COMPLEX--CAP CAN LEAD A NORMAL LIFE!
YA MEAN GIVE UP BEIN' A BLASTED SUPER-HERO?
FERGET IT, LADY! NOT A CHANCE!
HE'S BEEN A STAR-SPANGLED DO-GOODER FER TOO MANY YEARS TA KICK THE HABIT NOW!
I KNOW HOW YA FEEL ABOUT 'IM, KID--
AN' I GOT A HUNCH YA'LL HOGTIE 'IM SOME DAY--BUT A JOKER LIKE CAP CAN'T BE RUSHED!
NUTS! I'M BEGINNIN' TA SOUND LIKE DEAR ABBY!
GIT THE LEAD OUT, YA GOLDBRICKS! WE GOT THINGS TA DO!
BUT, PERHAPS NICK FURY WOULD HAVE GIVEN CAP A BIT MORE THOUGHT IF HE COULD HAVE SUSPECTED THE DANGER THAT AWAITS HIM--IF HE COULD HAVE KNOWN THAT THE NEWS OF CAP AND BUCKY HAD JUST REACHED A VERY SPECIAL ISLAND--
AN ISLAND SO ISOLATED, SO FAR FROM NORMAL SHIPPING LANES, THAT IT IS LISTED ON NO MAP OR CHART ANYWHERE IN THE WORLD--!

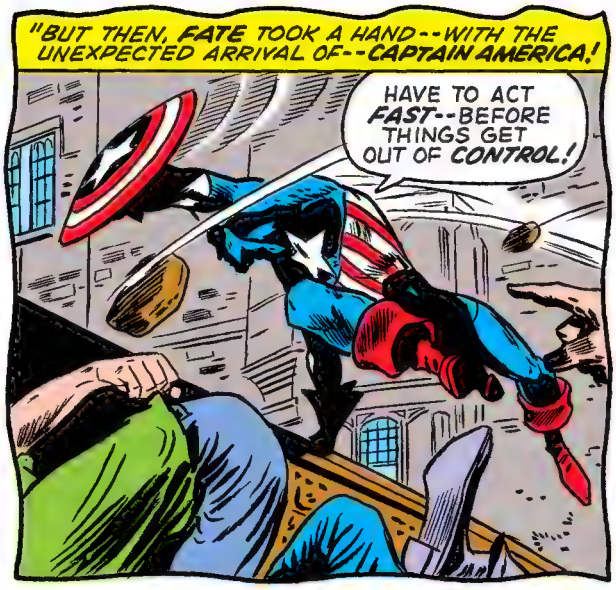

--FOR THIS IS THE HIDDEN HEADQUARTERS OF AIM, THE WORLD'S MOST DREADED SECRET ARMY!
AIM--ADVANCED IDEA MECHANICS--SCIENTISTS AND MURDERERS, UNITED IN A COMMON GOAL!
THE GOAL OF ULTIMATE MASTERY OF THE HUMAN RACE!
FROM THE SEA, THE ISLE SEEMS UNAPPROACHABLE --WITH NO PLACE TO SHELTER HUMAN LIFE--
BUT, AT THE SLIGHTEST SIGNAL FROM INSIDE, A MOLECULAR BLAST SUDDENLY PARTS THE ROCKY WALL--
--JUST WIDE ENOUGH FOR A MAN TO ENTER, AND TO BE CARRIED UP A LONG, SLIPPERY, STEEL-LINED TUNNEL BY THE SWIRLING CURRENTS WITHIN!
EVERY INCH OF THE WAY IS GUARDED BY SHARP-EYED AGENTS, ARMED WITH THE MOST LETHAL WEAPONS OF AIM'S INCREDIBLE ARSENAL...
FOR, AT TUNNEL'S END, WAITS THE MASTER OF AIM--THE MONSTROUS MODOK!


MODOK--WHOSE GUARDS ARE EVERYWHERE! MODOK--WHOSE SECRET ARMY HAS ONLY TWO ETERNAL PURPOSES --TO CONQUER MANKIND --AND TO PROTECT MODOK!
HOW GOES IT WITH THE MASTER?
MODOK IS IN THE COMMUNICATIONS SECTOR!
HE IS NOT TO BE DISTURBED-- UNDER PAIN OF DEATH!
MODOK, THE MASTER! MODOK, THE HALF-HUMAN--YET, THE MORE-THAN-HUMAN!
MODOK, THE SUPREME SCIENTIFIC CREATION OF THE EVIL GENIUSES OF AIM! THE CREATION WHO ROSE AGAINST HIS CREATORS--AND WHO BECAME THEIR RULER!
NOW, HERE HE SITS! AND NOW--MODOK SPEAKS--
MESSAGES OF CONGRATULATIONS ARE POURING IN TO CAPTAIN AMERICA AND BUCKY FROM ALL OVER THE WORLD--
HOW SIMPLE IT HAS BEEN FOR MODOK TO FOOL ALL OF MANKIND!
MY PLAN HAS WORKED! ALL HAVE BEEN DECEIVED!
NONE OF THEM SUSPECT THE TORTUROUS TRUTH!

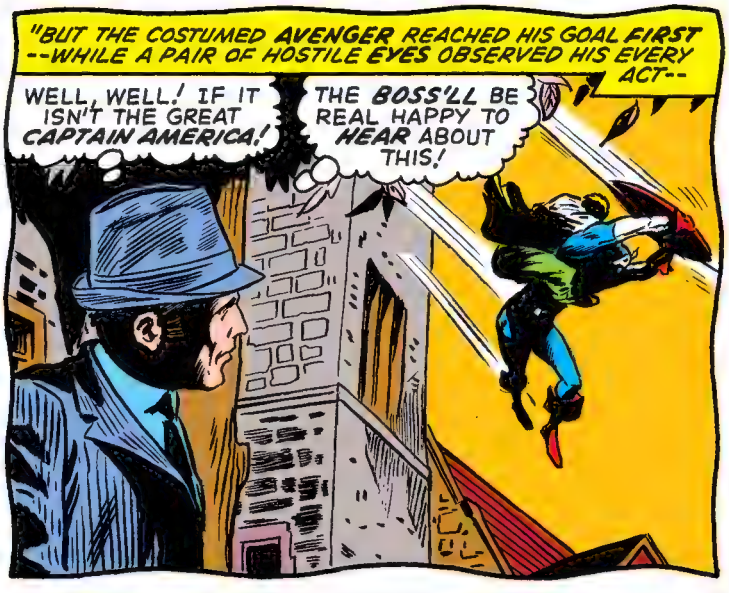

I HAVE SEEN ENOUGH! LET THERE BE SILENCE!
THE MASTER HAS SPOKEN! WE LIVE TO OBEY!
I WISH TO THINK BACK--TO REMEMBER--TO ENJOY THE SUCCESS OF MY PLAN!
CLICK!
IT STARTED JUST A SHORT TIME AGO-- WHEN I LAUNCHED A SIMPLE UNDERSEA JET-CRAFT--
"WITHIN ITS AIR-TIGHT, STEEL-HULLED INTERIOR WERE TWO OF MY MOST SKILLFUL AGENTS--
AIM
"THEIR MISSION WAS ROUTINE-- REACH A TYPICAL COLLEGE TOWN, AND CAUSE UNREST WHICH WOULD LEAD TO UNCONTROLLABLE RIOTING!
NO ONE WILL FIND OUR JET-CRAFT WHERE WE HID IT!
THEN LET'S GET GOING! MODOK EXPECTS RESULTS!
"FOR, THE MORE DIVIDED AMERICA BECOMES, THE EASIER IT WILL BE FOR MODOK TO ONE DAY CONQUER ALL!

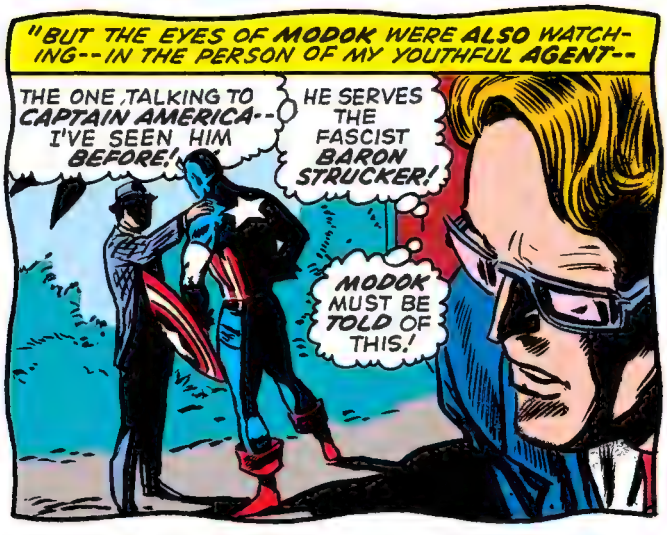

"MY AGENTS WERE WELL-TRAINED! THUS, NOT A MINUTE WAS LOST!"
LET'S BRING OUR FORGED TRANSFER PAPERS TO THE OFFICE RIGHT AWAY!
RIGHT! ONLY AS OFFICIAL STUDENTS CAN WE DO OUR JOB!
EVERYTHING SEEMS IN ORDER, YOUNG MEN! GLAD TO HAVE YOU WITH US!
"AND SO IT BEGAN! IT WAS ALL SO EASY FOR TWO DEDICATED PROVOCATEURS TO PLAY UPON THE LEGITIMATE GRIEVANCES OF UNSUSPECTING STUDENTS--TO FEED THE FLAMES OF NORMAL CAMPUS UNREST--FANNING THEM HIGHER--AND HIGHER--
WE'VE GOTTA TAKE THINGS INTO OUR OWN HANDS!
WE HAVE TO ANSWER FORCE WITH EVEN MORE FORCE!
VIOLENCE! THAT'S THE ONLY LANGUAGE THEY CAN UNDERSTAND!
WE'LL SHUT DOWN THE SCHOOL! WE'LL SHUT DOWN THE WHOLE TOWN!
ARE YOU WITH US?
YOU BET WE ARE!
"THE STUDENTS FELL INTO LINE! THEY BELIEVED IN THEIR CAUSE! THEY WERE READY TO FIGHT!
"HOW COULD THEY KNOW THEY HAD BEEN CONDITIONED--THEY HAD BEEN INFLAMED, AROUSED BY EXPERTS? HOW COULD THEY KNOW THEY WERE BEING USED?
CAMPUS
8

"TO ME IT WAS MERELY AN AMUSING EXERCISE--REAFFIRMING ONCE AGAIN THE POWER OF MODOK!
HIT ME! GO ON--I DARE YA!
COOL IT, BOY! I GOT KIDS OF MY OWN!

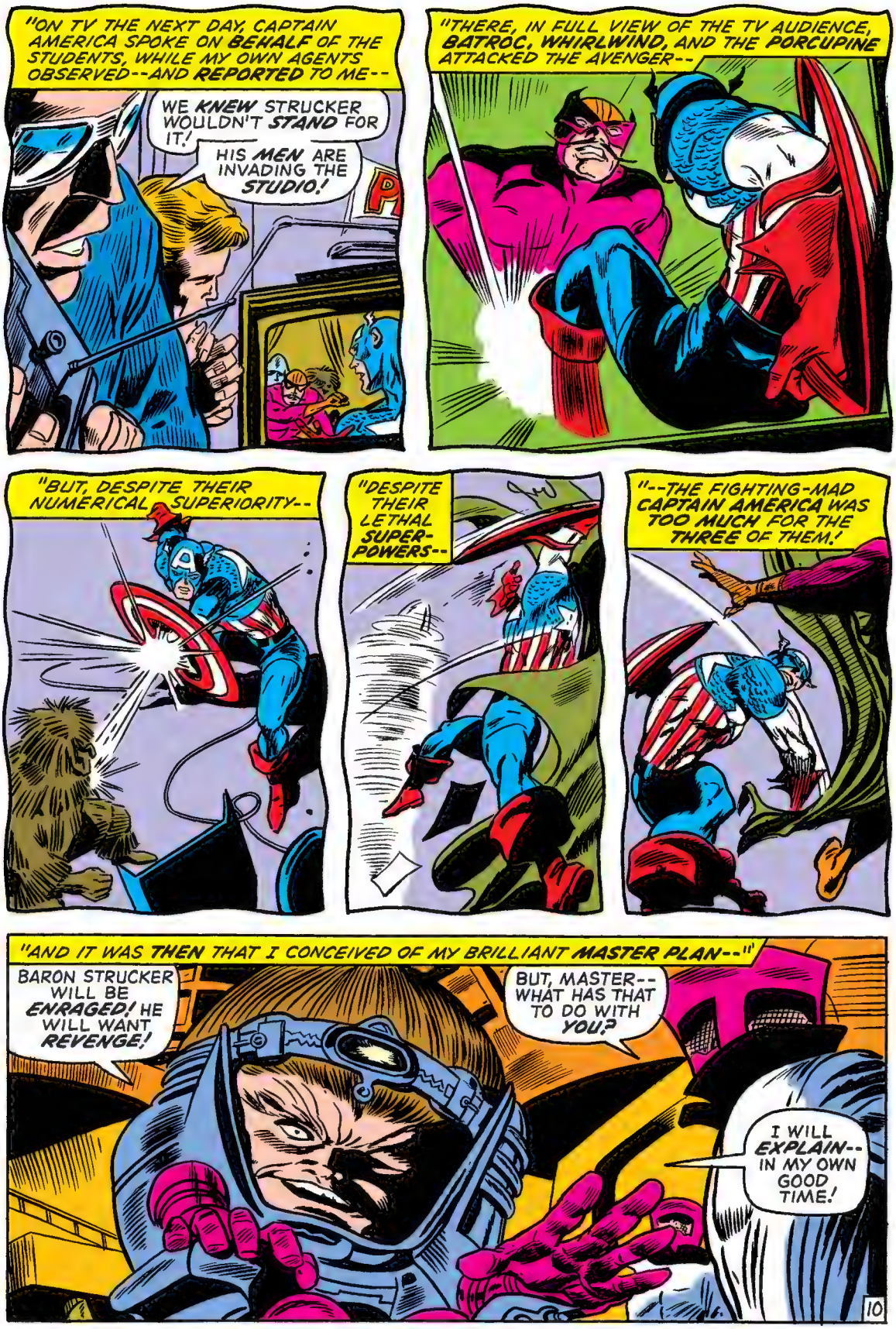

"BUT THEN, FATE TOOK A HAND--WITH THE UNEXPECTED ARRIVAL OF--CAPTAIN AMERICA!
HAVE TO ACT FAST--BEFORE THINGS GET OUT OF CONTROL!

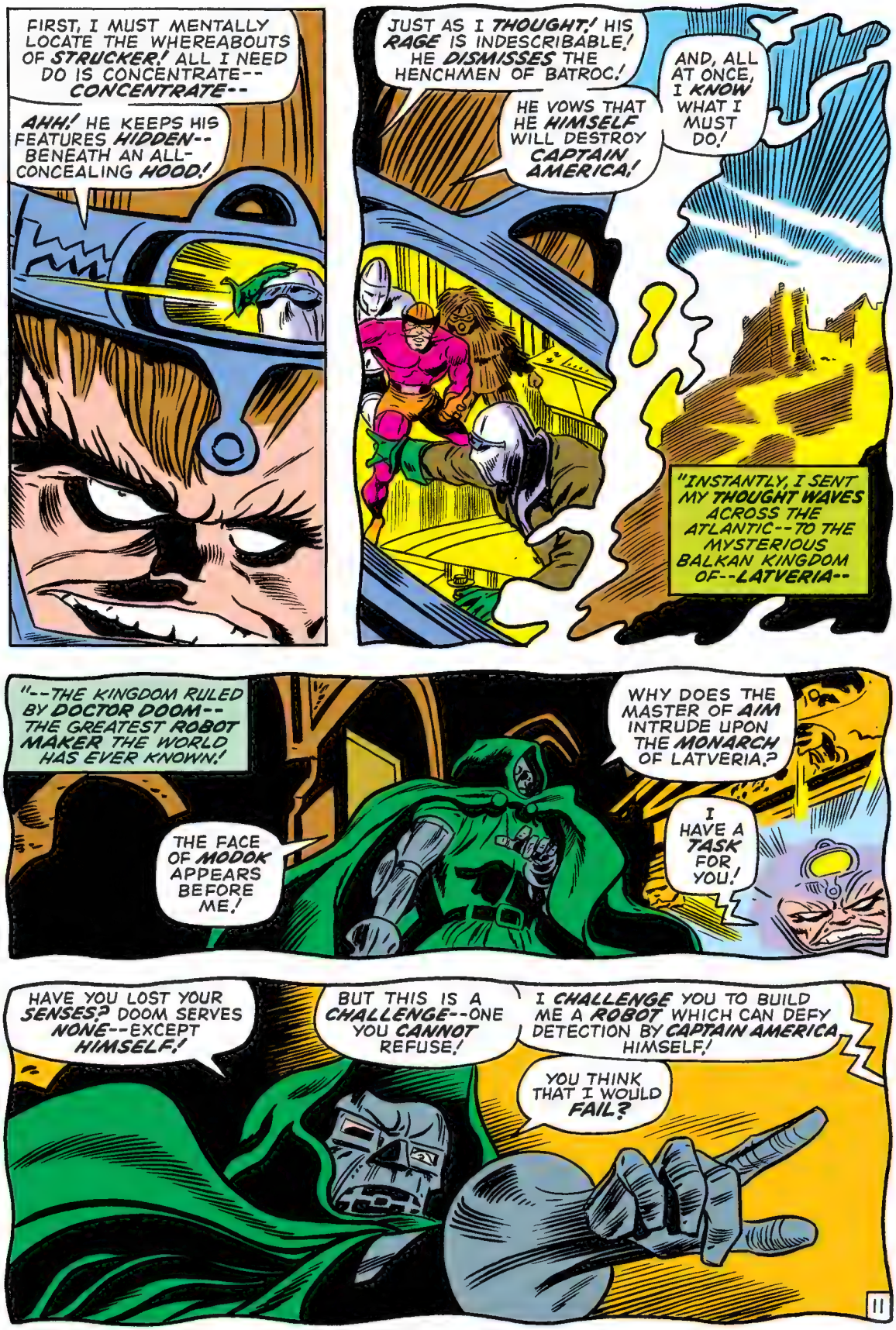
WE MADE IT!
NOW LET'S GET UPSTAIRS--'N COLLAR THE DEAN!

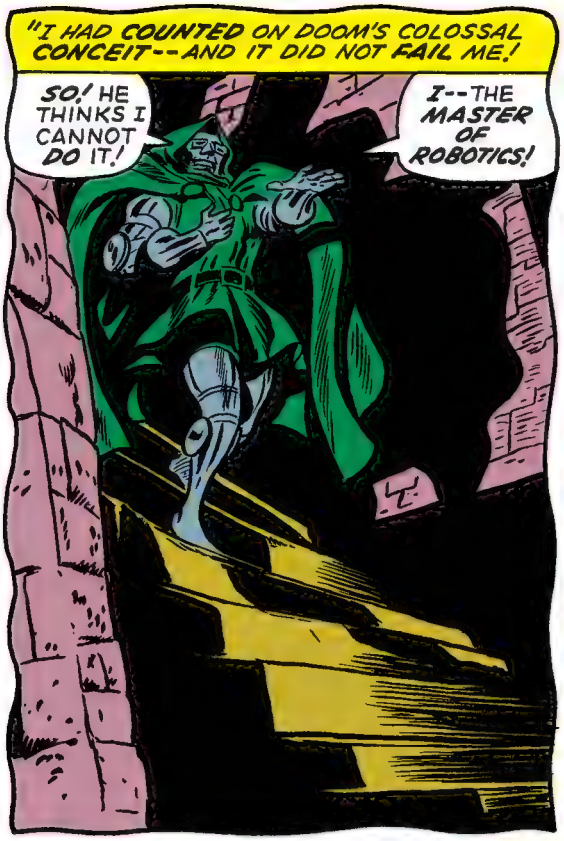

"BUT THE COSTUMED AVENGER REACHED HIS GOAL FIRST --WHILE A PAIR OF HOSTILE EYES OBSERVED HIS EVERY ACT--
WELL, WELL! IF IT ISN'T THE GREAT CAPTAIN AMERICA!
THE BOSS'LL BE REAL HAPPY TO HEAR ABOUT THIS!


"BUT THE EYES OF MODOK WERE ALSO WATCHING--IN THE PERSON OF MY YOUTHFUL AGENT--
THE ONE TALKING TO CAPTAIN AMERICA--I'VE SEEN HIM BEFORE!
HE SERVES THE FASCIST BARON STRUCKER!
MODOK MUST BE TOLD OF THIS!

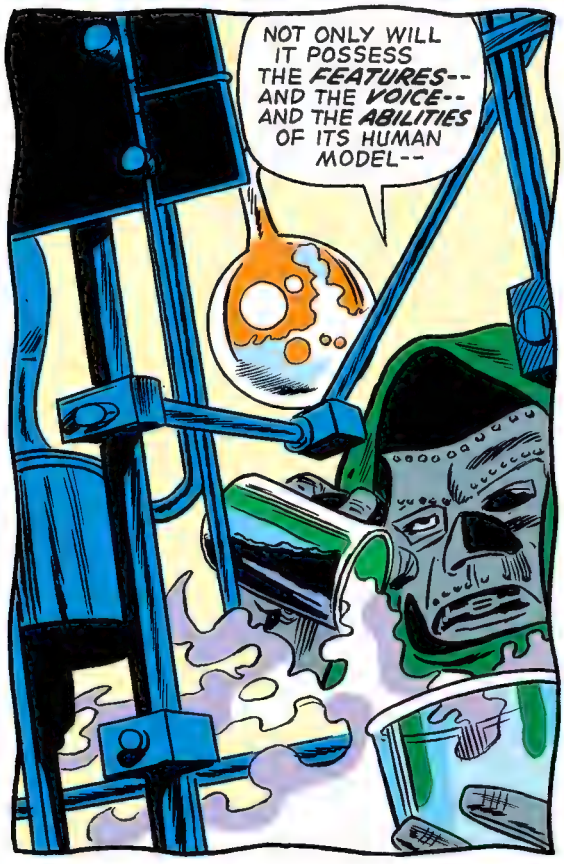
HE SAID THAT THE MAN HE WORKS FOR WANTS ME TO LECTURE AGAINST STUDENT PROTEST ON A TV SHOW!
BUT IF HE THINKS I'M AGAINST THE KIDS--OR AGAINST DISSENT--FORGET IT!


"ON TV THE NEXT DAY, CAPTAIN AMERICA SPOKE ON BEHALF OF THE STUDENTS, WHILE MY OWN AGENTS OBSERVED--AND REPORTED TO ME--
WE KNEW STRUCKER WOULDN'T STAND FOR IT!
HIS MEN ARE INVADING THE STUDIO!
"THERE, IN FULL VIEW OF THE TV AUDIENCE, BATROC, WHIRLWIND, AND THE PORCUPINE ATTACKED THE AVENGER--
"BUT, DESPITE THEIR NUMERICAL SUPERIORITY--
"DESPITE THEIR LETHAL SUPER-POWERS--
"--THE FIGHTING-MAD CAPTAIN AMERICA WAS TOO MUCH FOR THE THREE OF THEM!
"AND IT WAS THEN THAT I CONCEIVED OF MY BRILLIANT MASTER PLAN--"
BARON STRUCKER WILL BE ENRAGED! HE WILL WANT REVENGE!
BUT, MASTER--WHAT HAS THAT TO DO WITH YOU?
I WILL EXPLAIN--IN MY OWN GOOD TIME!

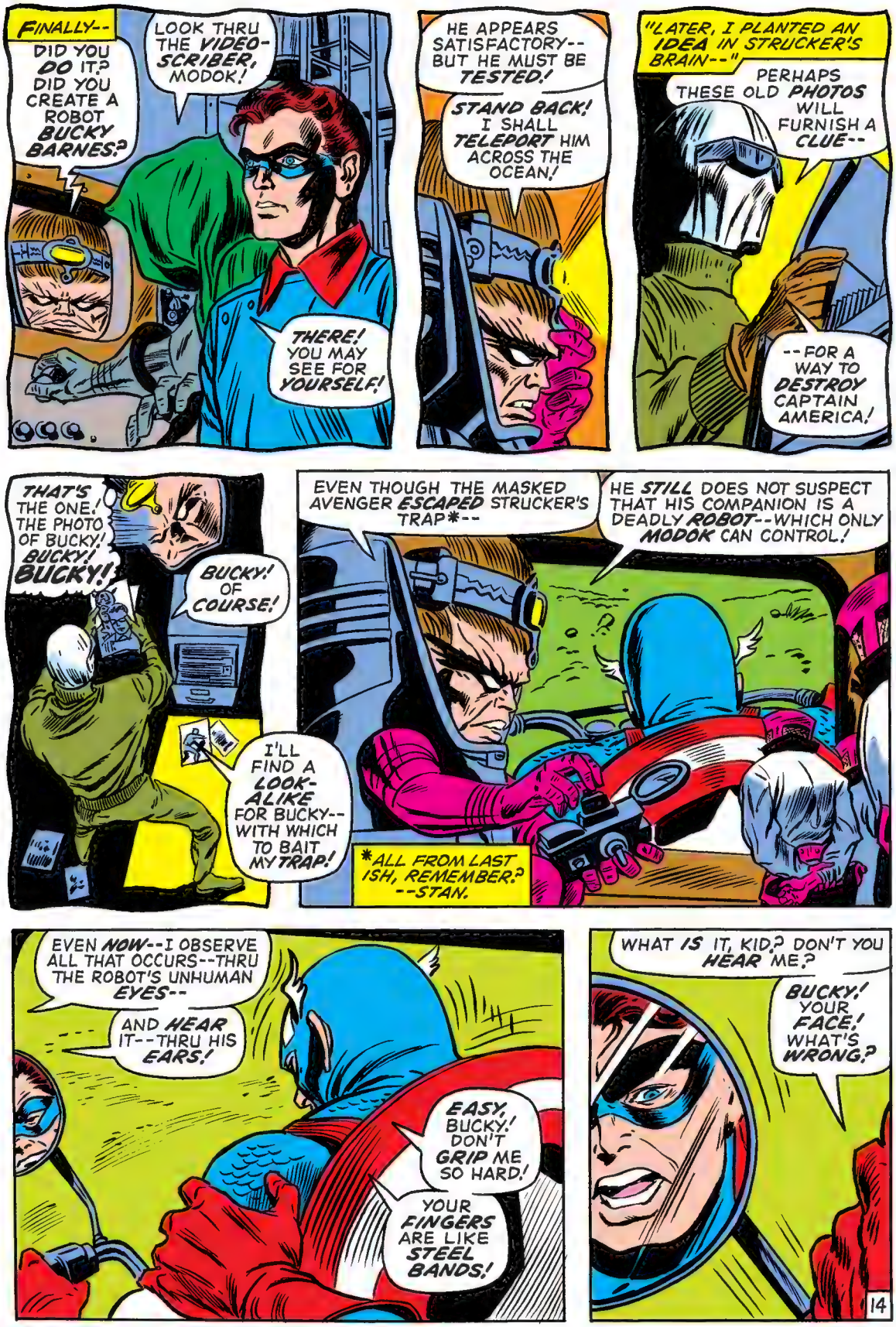

FIRST, I MUST MENTALLY LOCATE THE WHEREABOUTS OF STRUCKER! ALL I NEED DO IS CONCENTRATE-- CONCENTRATE--
AHH! HE KEEPS HIS FEATURES HIDDEN-- BENEATH AN ALL-CONCEALING HOOD!
JUST AS I THOUGHT! HIS RAGE IS INDESCRIBABLE! HE DISMISSES THE HENCHMEN OF BATROC!
HE VOWS THAT HE HIMSELF WILL DESTROY CAPTAIN AMERICA!
AND, ALL AT ONCE, I KNOW WHAT I MUST DO!
"INSTANTLY, I SENT MY THOUGHT WAVES ACROSS THE ATLANTIC--TO THE MYSTERIOUS BALKAN KINGDOM OF--LATVERIA--
"--THE KINGDOM RULED BY DOCTOR DOOM-- THE GREATEST ROBOT MAKER THE WORLD HAS EVER KNOWN!
THE FACE OF MODOK APPEARS BEFORE ME!
WHY DOES THE MASTER OF AIM INTRUDE UPON THE MONARCH OF LATVERIA?
I HAVE A TASK FOR YOU!
HAVE YOU LOST YOUR SENSES? DOOM SERVES NONE--EXCEPT HIMSELF!
BUT THIS IS A CHALLENGE--ONE YOU CANNOT REFUSE!
I CHALLENGE YOU TO BUILD ME A ROBOT WHICH CAN DEFY DETECTION BY CAPTAIN AMERICA HIMSELF!
YOU THINK THAT I WOULD FAIL?

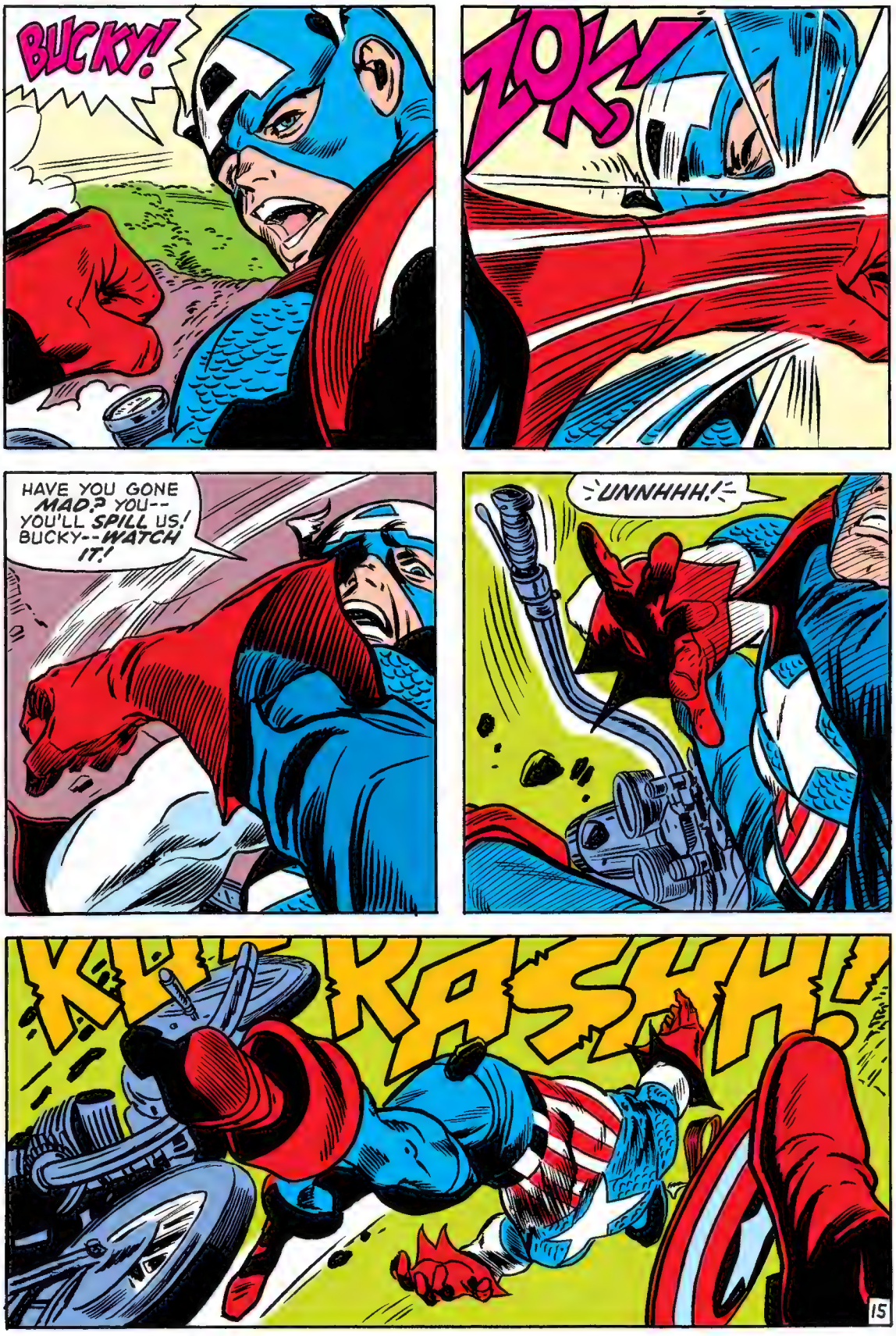

"I HAD COUNTED ON DOOM'S COLOSSAL CONCEIT--AND IT DID NOT FAIL ME!
SO! HE THINKS I CANNOT DO IT!
I--THE MASTER OF ROBOTICS!

I'LL CREATE A ROBOT SUCH AS THE WORLD HAS NEVER SEEN BEFORE!
12

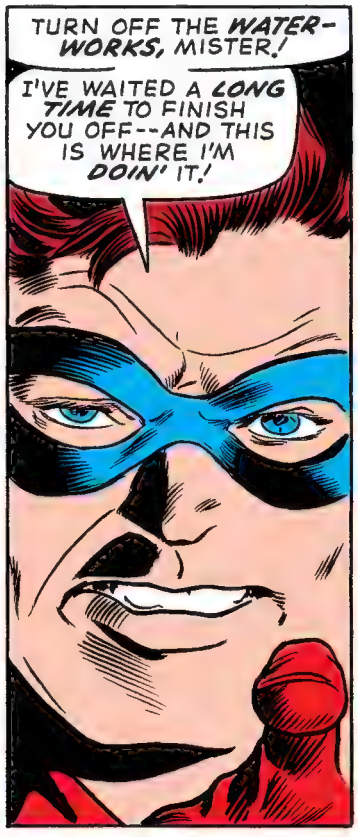

NOT ONLY WILL IT POSSESS THE FEATURES--AND THE VOICE--AND THE ABILITIES OF ITS HUMAN MODEL--

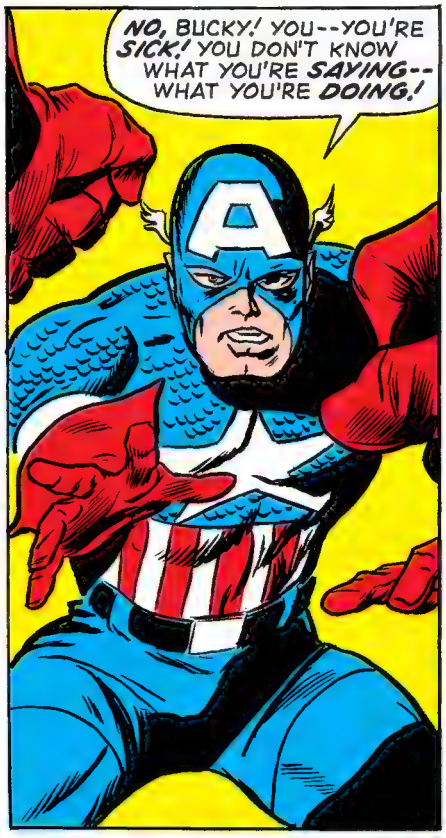
BUT, THANKS TO THE GENIUS OF DR. DOOM--
HE WILL HAVE THE PERSONALITY OF HIS HUMAN COUNTERPART, AS WELL!
13

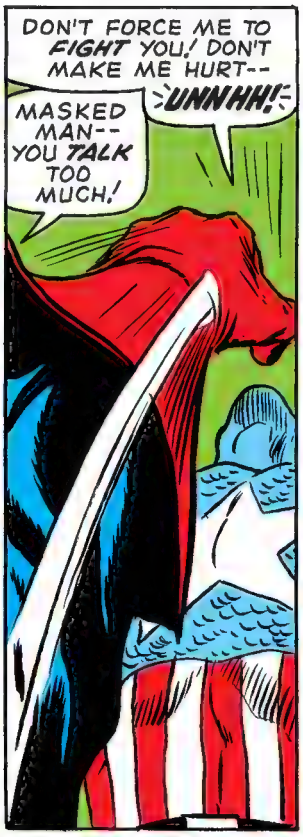

FINALLY--
DID YOU DO IT? DID YOU CREATE A ROBOT BUCKY BARNES?
LOOK THRU THE VIDEO-SCRIBER, MODOK!
THERE! YOU MAY SEE FOR YOURSELF!
HE APPEARS SATISFACTORY--BUT HE MUST BE TESTED!
STAND BACK! I SHALL TELEPORT HIM ACROSS THE OCEAN!
"LATER, I PLANTED AN IDEA IN STRUCKER'S BRAIN--"
PERHAPS THESE OLD PHOTOS WILL FURNISH A CLUE--
--FOR A WAY TO DESTROY CAPTAIN AMERICA!
THAT'S THE ONE! THE PHOTO OF BUCKY! BUCKY! BUCKY!
BUCKY! OF COURSE!
I'LL FIND A LOOK-ALIKE FOR BUCKY--WITH WHICH TO BAIT MY TRAP!
EVEN THOUGH THE MASKED AVENGER ESCAPED STRUCKER'S TRAP*--
HE STILL DOES NOT SUSPECT THAT HIS COMPANION IS A DEADLY ROBOT--WHICH ONLY MODOK CAN CONTROL!
*ALL FROM LAST ISH, REMEMBER? --STAN.
EVEN NOW--I OBSERVE ALL THAT OCCURS--THRU THE ROBOT'S UNHUMAN EYES--
AND HEAR IT--THRU HIS EARS!
EASY, BUCKY! DON'T GRIP ME SO HARD!
YOUR FINGERS ARE LIKE STEEL BANDS!
WHAT IS IT, KID? DON'T YOU HEAR ME?
BUCKY! YOUR FACE! WHAT'S WRONG?

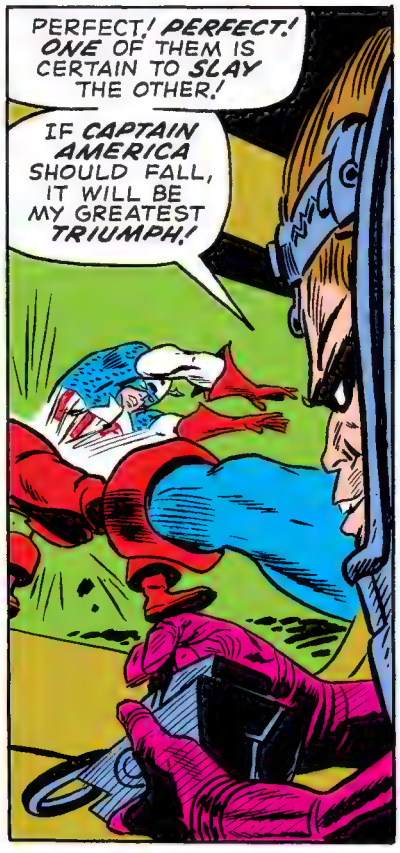

BUCKY!
ZOK!
HAVE YOU GONE MAD? YOU-- YOU'LL SPILL US! BUCKY--WATCH IT!
UNNHHH!
KR-KASH!

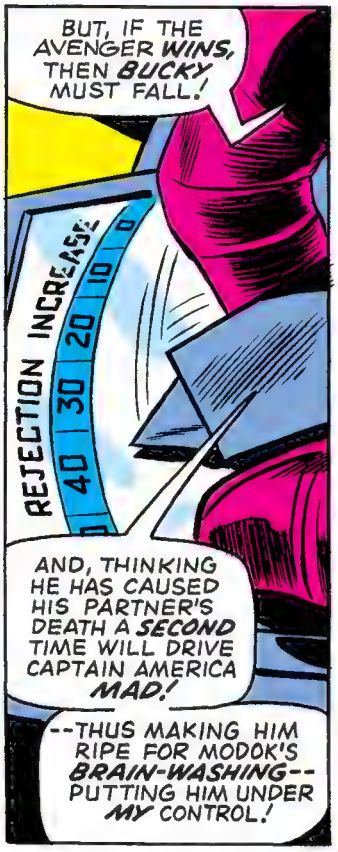
WHILE, AT MODOK'S HQ--
PERFECT! PERFECT! NOW, ALL I NEED DO IS INCREASE THE ROBOT'S DESIRE FOR HOMICIDE!
REJECTION INCREASE
0 10 20 30 40 50 MAX.
DON'T BOTHER GETTING UP! I'LL ONLY FLATTEN YOU AGAIN!
ONLY NEXT TIME-- IT'S GONNA BE FOR GOOD!
BUCKY--WAIT! NO--BUCKY!
JUST WON'T LEARN, HUH?
S'MATTER, CAP? CAN'TCHA BELIEVE OL' BUCKY WOULD TURN ON YOU LIKE THIS?
THOP!
BUCKY--IS IT--BECAUSE OF WHAT HAPPENED--YEARS AGO?
DO YOU STILL BLAME ME--FOR NOT SAVING YOU--FROM THAT DOOMED PLANE?*
YOU CAN NEVER BLAME ME AS MUCH--AS I'VE BLAMED MYSELF!
*CAP IS REFERRING TO THE DAY HE LOST BUCKY BARNES IN WORLD WAR II! --STAN.
16


TURN OFF THE WATER-WORKS, MISTER!
I'VE WAITED A LONG TIME TO FINISH YOU OFF--AND THIS IS WHERE I'M DOIN' IT!


NO, BUCKY! YOU--YOU'RE SICK! YOU DON'T KNOW WHAT YOU'RE SAYING--WHAT YOU'RE DOING!

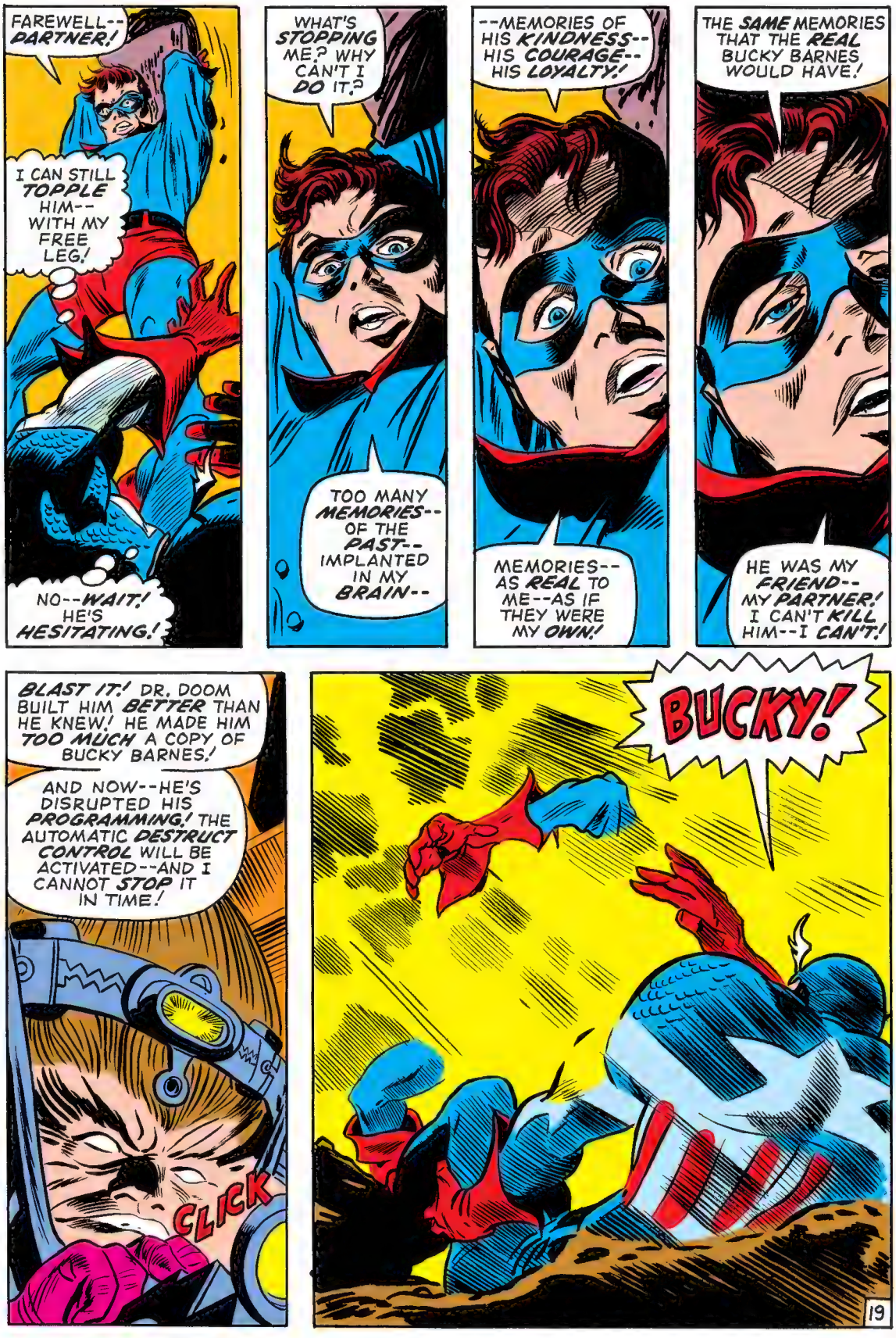

DON'T FORCE ME TO FIGHT YOU! DON'T MAKE ME HURT--
UNNHH!
MASKED MAN--YOU TALK TOO MUCH!


PERFECT! PERFECT! ONE OF THEM IS CERTAIN TO SLAY THE OTHER!
IF CAPTAIN AMERICA SHOULD FALL, IT WILL BE MY GREATEST TRIUMPH!


BUT, IF THE AVENGER WINS, THEN BUCKY MUST FALL!
REJECTION INCREASES
0
10
20
30
40
AND, THINKING HE HAS CAUSED HIS PARTNER'S DEATH A SECOND TIME WILL DRIVE CAPTAIN AMERICA MAD!
--THUS MAKING HIM RIPE FOR MODOK'S BRAIN-WASHING--PUTTING HIM UNDER MY CONTROL!

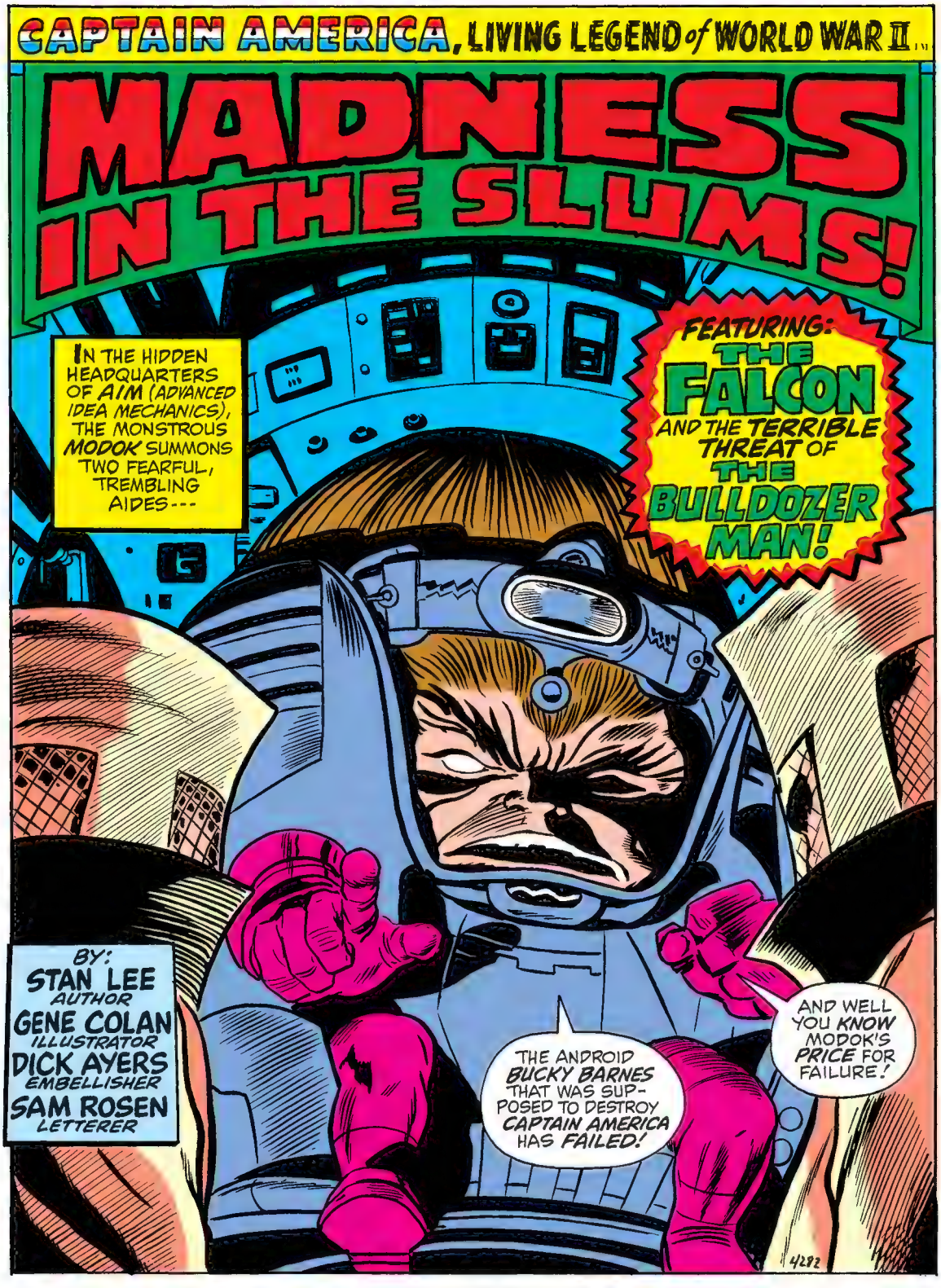
SLOWLY, INEXORABLY, MODOK INCREASES THE LETHAL ENERGY OUTPUT BEAMED AT THE MURDEROUS ANDROID, UNTIL--
NOW YOU DIE--DIE--DIE!

HE'S TRYING TO KILL ME! MY OWN PARTNER--SO CONSUMED WITH HATRED--THAT HE WANTS MY DEATH!
AND YET--HOW CAN I BRING MYSELF TO FIGHT BACK--WHEN IT'S MY FAULT? I TURNED HIM INTO WHAT HE IS! I'M THE ONE RESPONSIBLE!
JUST STAY WHERE YOU ARE, MISTER!
IT'LL BE OVER IN A MINUTE!
AND DON'T REACH FOR THAT SHIELD! IT'S NOT GONNA HELP YOU NOW!
THONG
I'VE GOT TO MOVE--ROLL ASIDE BEFORE--
NO! MY FOOT! IT'S--CAUGHT! IT'S WEDGED WITHIN A CRACK--IN THAT ROCK!
BUCKY'S EXPRESSION--IT'S CHANGING! THAT STRANGE LOOK IN HIS EYES--
ALL I HAVE TO DO IS HURL THIS DOWN--AND MY MISSION WILL BE FINISHED!
--AND SO WILL YOU!
18


FAREWELL--PARTNER!
I CAN STILL TOPPLE HIM--WITH MY FREE LEG!
NO--WAIT! HE'S HESITATING!
WHAT'S STOPPING ME? WHY CAN'T I DO IT?
TOO MANY MEMORIES--OF THE PAST--IMPLANTED IN MY BRAIN--
--MEMORIES OF HIS KINDNESS--HIS COURAGE--HIS LOYALTY!
MEMORIES--AS REAL TO ME--AS IF THEY WERE MY OWN!
THE SAME MEMORIES THAT THE REAL BUCKY BARNES WOULD HAVE!
HE WAS MY FRIEND--MY PARTNER! I CAN'T KILL HIM--I CAN'T!
BLAST IT! DR. DOOM BUILT HIM BETTER THAN HE KNEW! HE MADE HIM TOO MUCH A COPY OF BUCKY BARNES!
AND NOW--HE'S DISRUPTED HIS PROGRAMMING! THE AUTOMATIC DESTRUCT CONTROL WILL BE ACTIVATED--AND I CANNOT STOP IT IN TIME!
CLICK
BUCKY!

THE BLAST LOOSENED MY FOOT--IT'S FREE!
BUT--WHAT OF--HIM?
THE WAY HE SPOKE--LIKE HE WASN'T BUCKY--LIKE HE WAS SOME SORT OF FANTASTIC IMPOSTER!
HE WAS MORE FANTASTIC THAN I DREAMED!
HE WAS--AN ANDROID!
BUCKY--BUCKY--THOUGH I KNEW IT WAS IMPOSSIBLE--THOUGH I KNEW IT COULDN'T BE--
I WANTED TO BELIEVE! I HAD TO BELIEVE--THAT YOU WERE ALIVE ONCE AGAIN!
BUT NOW--THE MASQUERADE IS ENDED! I THOUGHT A MIRACLE HAD HAPPENED--BUT I'VE ONLY LOST YOU AGAIN--FOR THE SECOND TIME!
OR--HAVE I?
NOT EVEN A REPLICA OF MY LONG-LOST PARTNER COULD BRING HIMSELF TO HARM ME!
IT'S AS THOUGH--BUCKY HIMSELF--REACHED OUT FROM THE PAST--JUST WHEN I NEEDED HIM MOST!
PERHAPS--PERHAPS IT WAS FAR MORE OF A MIRACLE--THAN ANY I HAVE EVER KNOWN!
NEXT
NO LONGER ALONE!

CAPT. AMERICA
15¢
133
JAN
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
CAPTAIN AMERICA
THE POWER OF--
BULLDOZER
EXTRA! THE ORIGIN OF MODOK!
MAD-NESS IN THE SLUMS!
CO-STARRING: the FALCON!


CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II
MADNESS IN THE SLUMS!
IN THE HIDDEN HEADQUARTERS OF AIM (ADVANCED IDEA MECHANICS), THE MONSTROUS MODOK SUMMONS TWO FEARFUL, TREMBLING AIDES---
FEATURING: THE FALCON AND THE TERRIBLE THREAT OF THE BULLDOZER MAN!
BY: STAN LEE AUTHOR GENE COLAN ILLUSTRATOR DICK AYERS EMBELLISHER SAM ROSEN LETTERER
THE ANDROID BUCKY BARNES THAT WAS SUPPOSED TO DESTROY CAPTAIN AMERICA HAS FAILED!
AND WELL YOU KNOW MODOK'S PRICE FOR FAILURE!
4292

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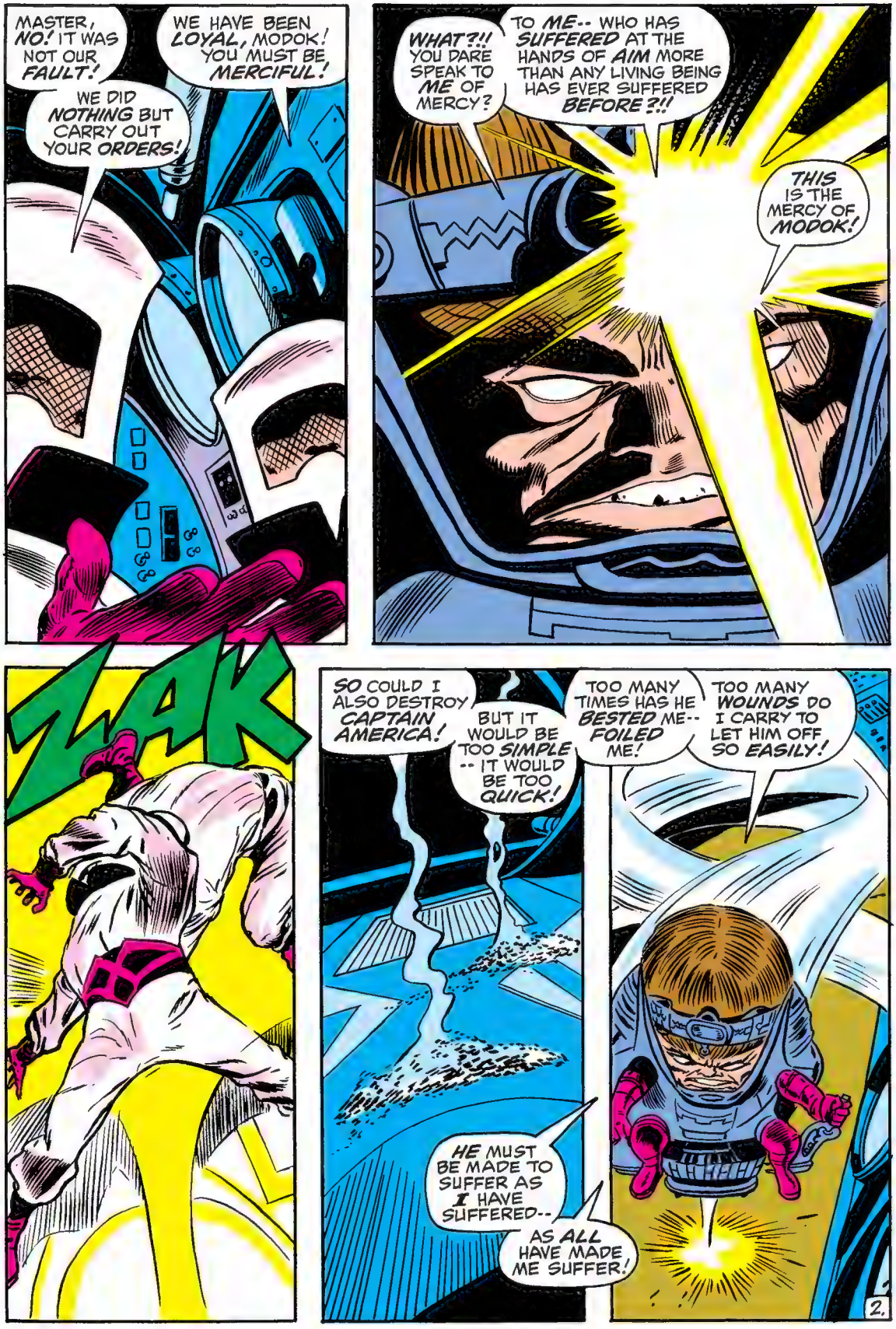
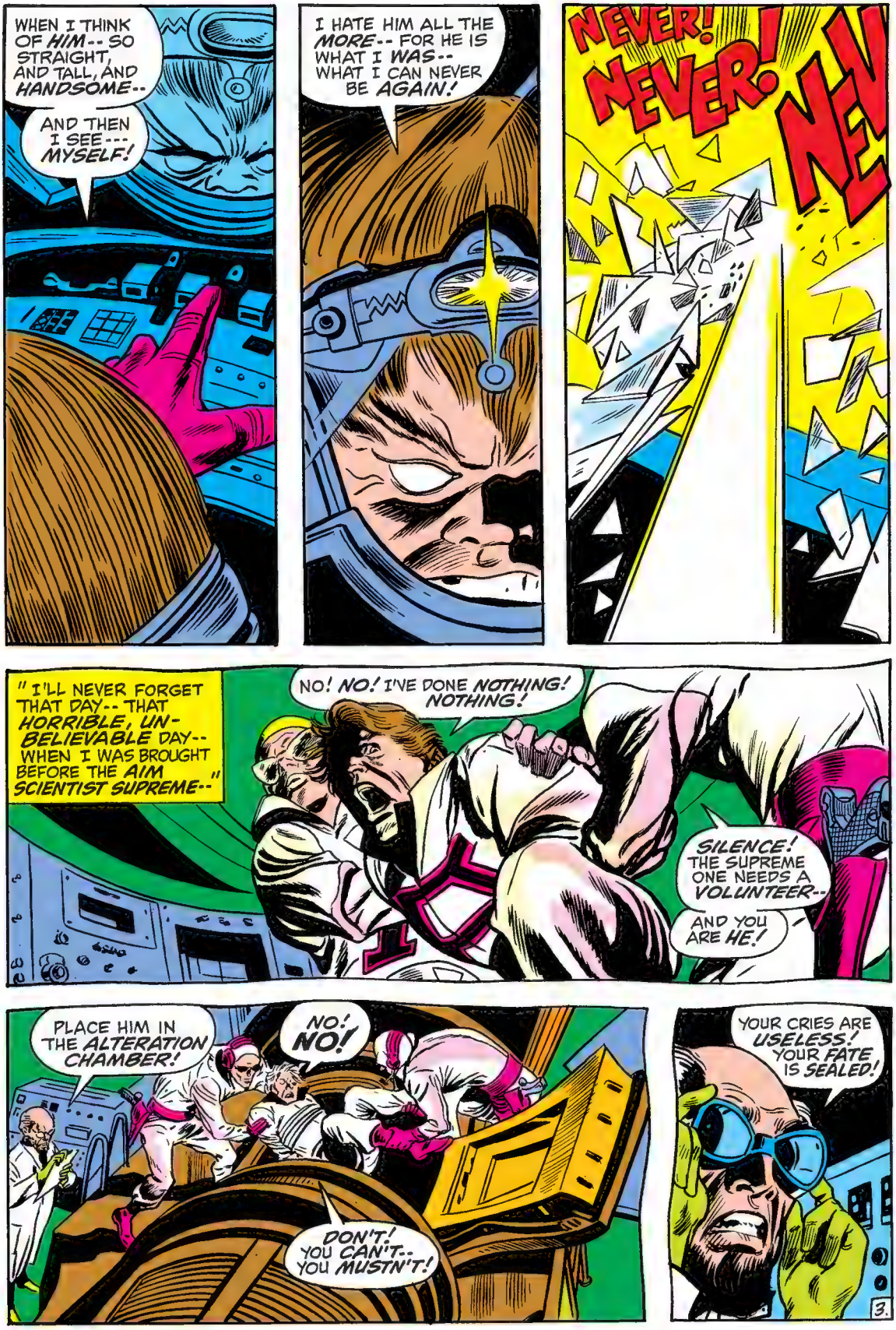
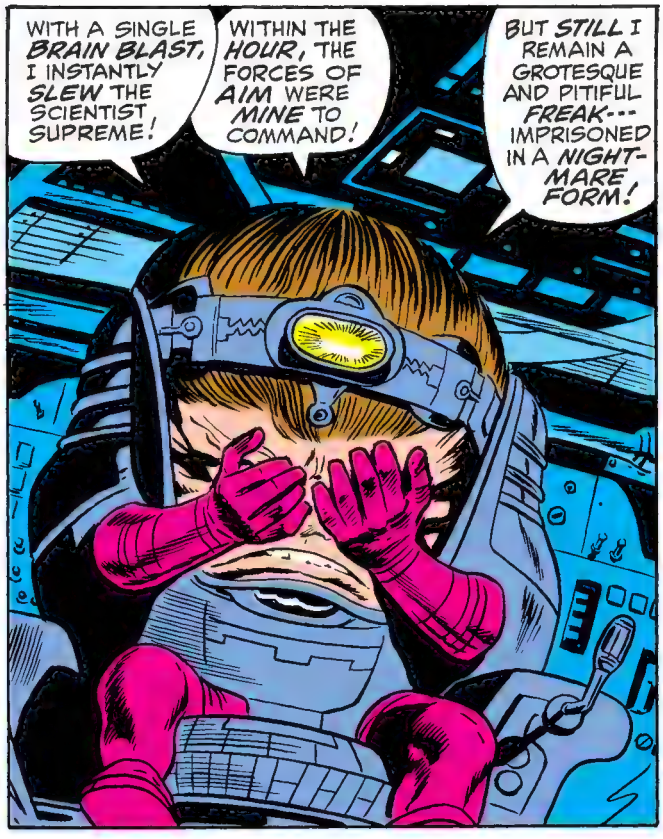
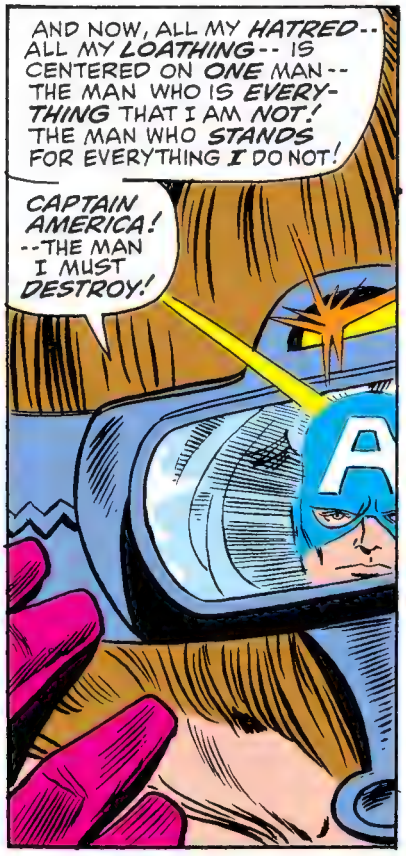

MASTER, NO! IT WAS NOT OUR FAULT!
WE HAVE BEEN LOYAL, MODOK! YOU MUST BE MERCIFUL!
WE DID NOTHING BUT CARRY OUT YOUR ORDERS!
WHAT?!! YOU DARE SPEAK TO ME OF MERCY?
TO ME-- WHO HAS SUFFERED AT THE HANDS OF AIM MORE THAN ANY LIVING BEING HAS EVER SUFFERED BEFORE?!!
THIS IS THE MERCY OF MODOK!
ZAK
SO COULD I ALSO DESTROY CAPTAIN AMERICA!
BUT IT WOULD BE TOO SIMPLE -- IT WOULD BE TOO QUICK!
TOO MANY TIMES HAS HE BESTED ME-- FOILED ME!
TOO MANY WOUNDS DO I CARRY TO LET HIM OFF SO EASILY!
HE MUST BE MADE TO SUFFER AS I HAVE SUFFERED--
AS ALL HAVE MADE ME SUFFER!
2.

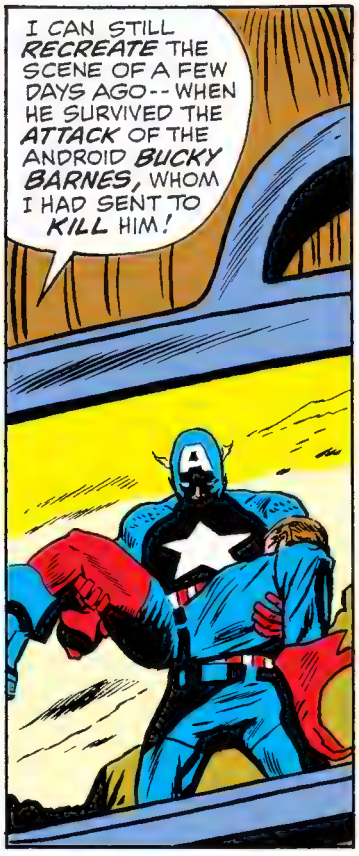

WHEN I THINK OF HIM-- SO STRAIGHT, AND TALL, AND HANDSOME--
AND THEN I SEE--- MYSELF!
I HATE HIM ALL THE MORE-- FOR HE IS WHAT I WAS-- WHAT I CAN NEVER BE AGAIN!
NEVER! NEVER! NE
" I'LL NEVER FORGET THAT DAY-- THAT HORRIBLE, UN-BELIEVABLE DAY-- WHEN I WAS BROUGHT BEFORE THE AIM SCIENTIST SUPREME--"
NO! NO! I'VE DONE NOTHING! NOTHING!
SILENCE! THE SUPREME ONE NEEDS A VOLUNTEER--
AND YOU ARE HE!
PLACE HIM IN THE ALTERATION CHAMBER!
NO! NO!
DON'T! YOU CAN'T-- YOU MUSTN'T!
YOUR CRIES ARE USELESS! YOUR FATE IS SEALED!
3.

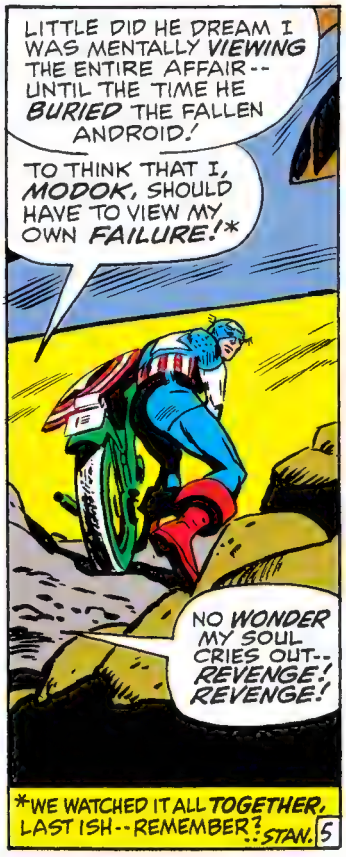
YOU ARE A NOTHING-- A NOBODY-- ONE OF THE COUNTLESS, NAMELESS AGENTS OF AIM!
BUT, WHEN WE HAVE FINISHED--
YOU WILL BE A LIVING, BREATHING COMPUTER-- WITH THE GREATEST BRAIN ON EARTH!
YOU'LL BE THE DEADLIEST WEAPON IN OUR ARSENAL!
24 HOURS LATER--
IT IS DONE!
WE HAVE CREATED THE ULTIMATE INTELLI-GENCE!
WE'LL CALL HIM MODOK-- SINCE HE IS A MENTAL ORGANISM, DESIGNED ONLY FOR KILLING!
BUT-- LOOK AT HIM! HE HAS BECOME A FREAK-- AN INHUMAN MON-STROSITY!
WHAT AM I? WHAT HAVE YOU DONE TO ME? WHAT HAVE YOU DONE?
YOU ARE NOW MODOK-- YOU ARE THE MOST POWERFUL BRAIN ALIVE!
WITH YOU SERVING THE CAUSE OF AIM, NOTHING CAN EVER STOP US!
4

"BUT, IN THEIR CRUELTY, THEIR BLINDNESS, THEY HAD MADE ONE FATAL ERROR--"
THEY'VE MADE ME STRONGER THAN THEY KNOW!
I HAVE THE POWER TO MENTALLY DESTROY THEM ALL!
THEREFORE--IT IS THEY WHO SHALL SERVE MODOK!
AND THOSE WHO REFUSE--MUST DIE!

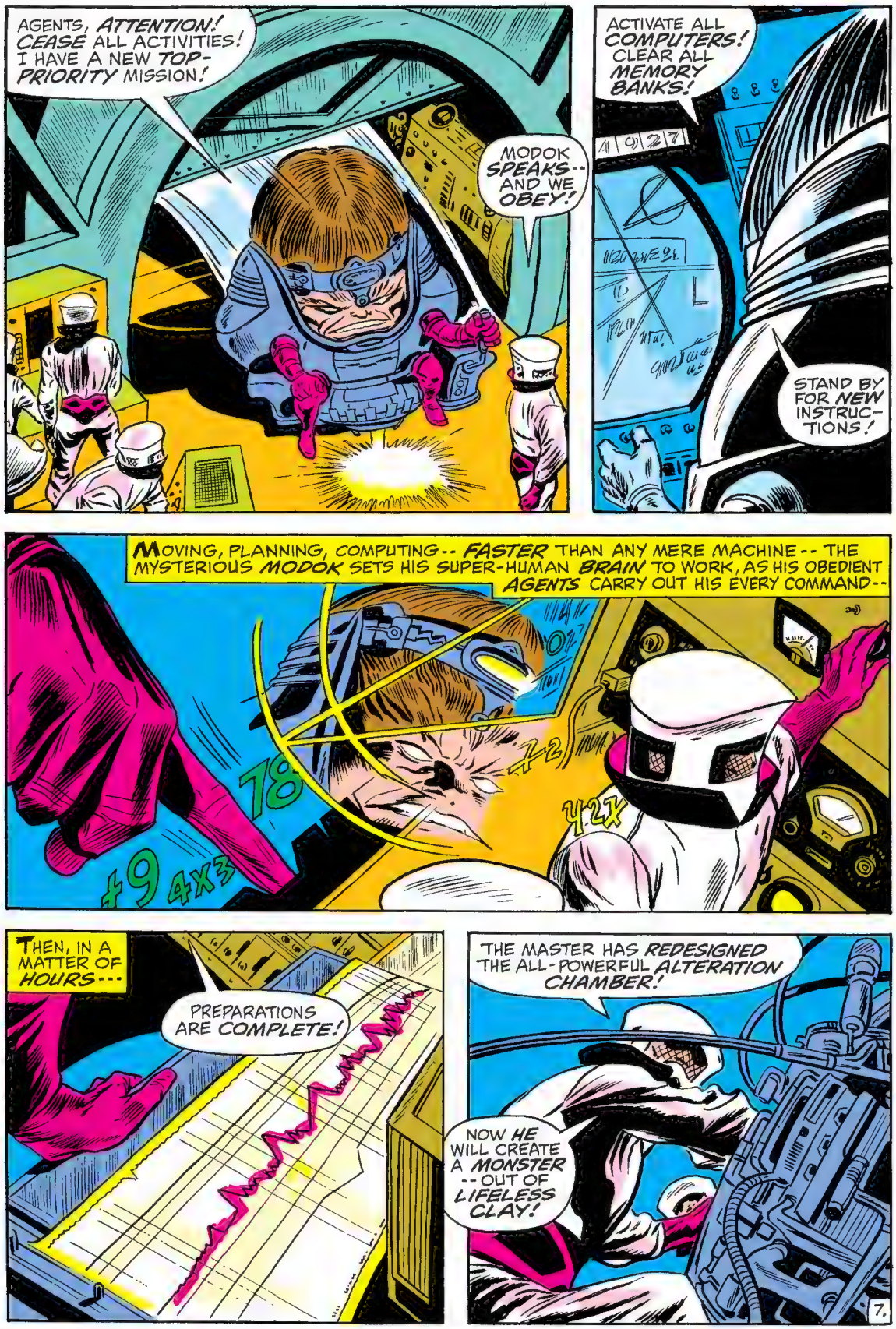

WITH A SINGLE BRAIN BLAST, I INSTANTLY SLEW THE SCIENTIST SUPREME!
WITHIN THE HOUR, THE FORCES OF AIM WERE MINE TO COMMAND!
BUT STILL I REMAIN A GROTESQUE AND PITIFUL FREAK--IMPRISONED IN A NIGHTMARE FORM!


AND NOW, ALL MY HATRED--ALL MY LOATHING--IS CENTERED ON ONE MAN--THE MAN WHO IS EVERYTHING THAT I AM NOT! THE MAN WHO STANDS FOR EVERYTHING I DO NOT!
CAPTAIN AMERICA! --THE MAN I MUST DESTROY!

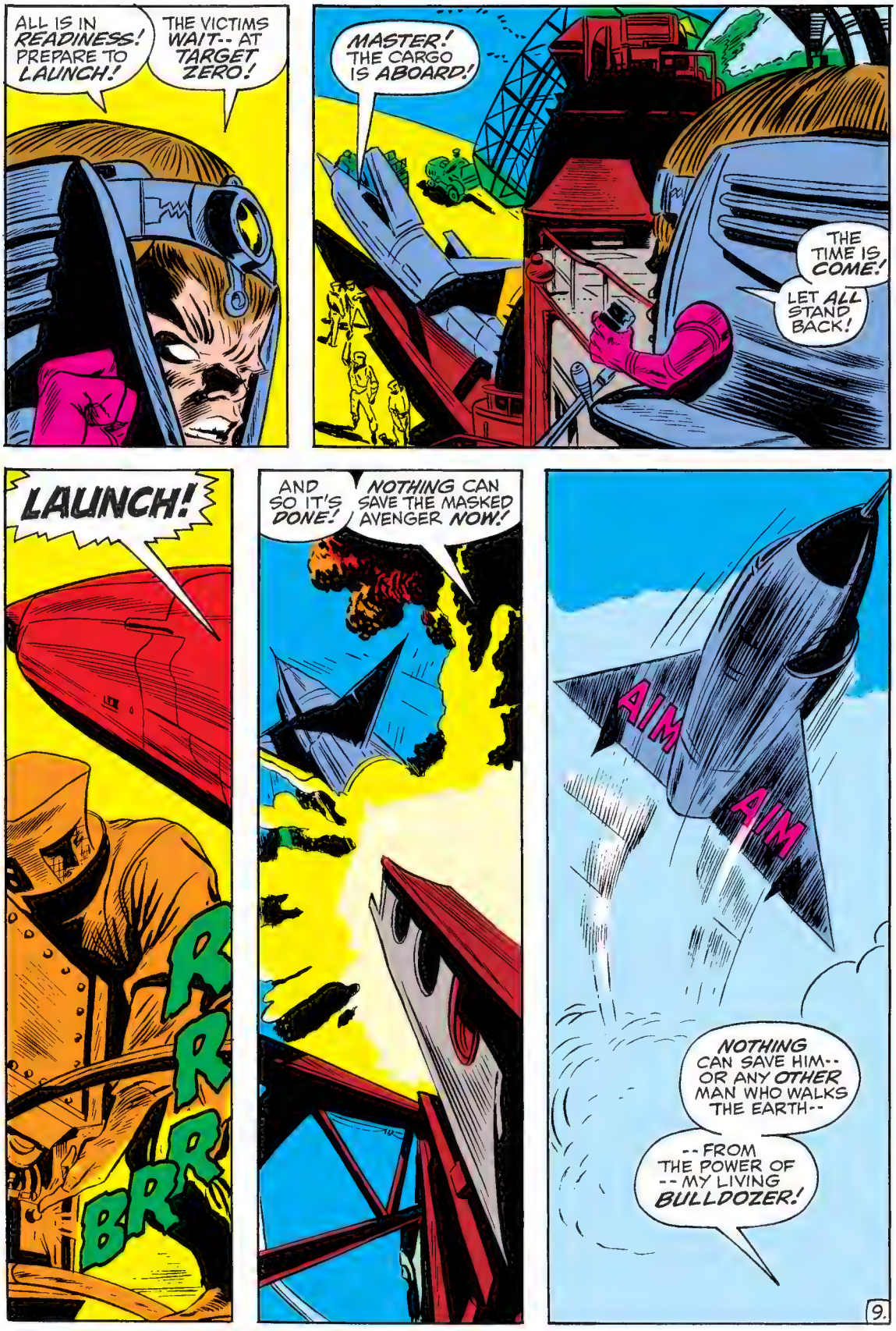

I CAN STILL RECREATE THE SCENE OF A FEW DAYS AGO--WHEN HE SURVIVED THE ATTACK OF THE ANDROID BUCKY BARNES, WHOM I HAD SENT TO KILL HIM!

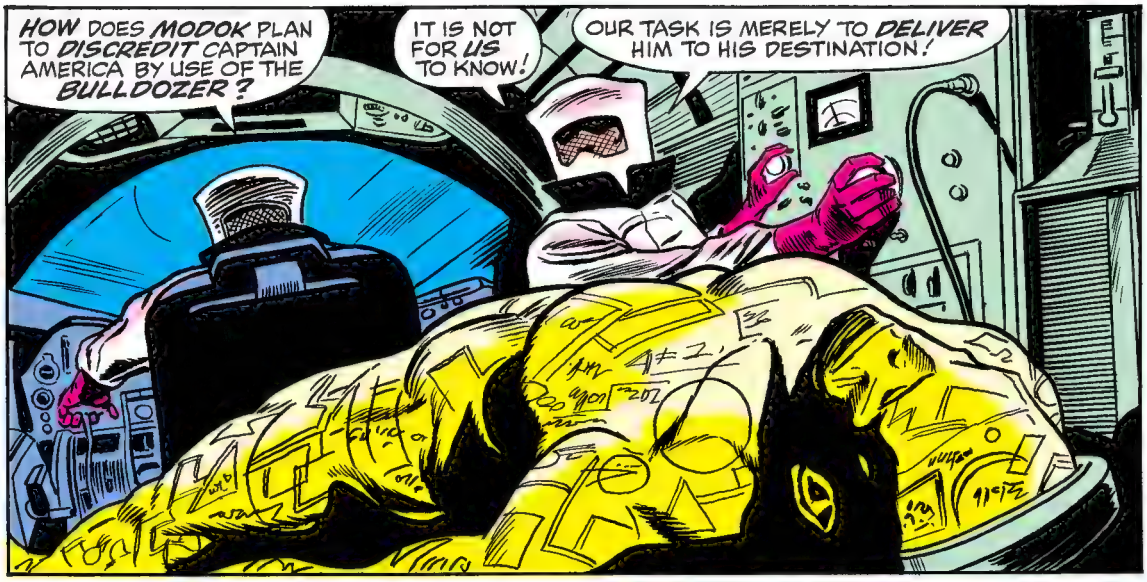

LITTLE DID HE DREAM I WAS MENTALLY VIEWING THE ENTIRE AFFAIR--UNTIL THE TIME HE BURIED THE FALLEN ANDROID!
TO THINK THAT I, MODOK, SHOULD HAVE TO VIEW MY OWN FAILURE!*
NO WONDER MY SOUL CRIES OUT--REVENGE! REVENGE!
*WE WATCHED IT ALL TOGETHER, LAST ISH--REMEMBER? --STAN.

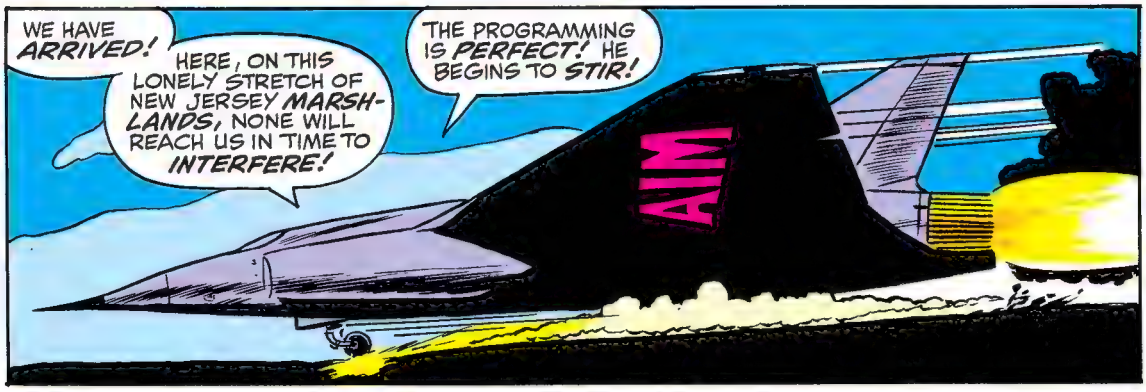
NOW, USING MY MATCHLESS CYBERNETIC POWER, I MUST MENTALLY FIND MY COSTUMED FOE!
ALL I NEED DO IS THINK OF HIM--- AND LET MY MIND FLOW FREE--
AN IMAGE FORMS! I SEE THE TEEMING STREETS OF NEW YORK'S HARLEM---
AND THERE HE IS-- WITH HIS ONE-TIME FRIEND AND ALLY-- THE FAST-MOVING, FIGHTING FALCON!
IT DOES NOT MATTER THAT I CANNOT HEAR THEIR WORDS!
I HAVE FOUND HIM-- THUS, IT IS TIME TO STRIKE!
THE FOOLS! THEY SEEK TO MAKE THEIR WORLD A BETTER PLACE--
--LITTLE DREAMING THAT THEIR TIME HAS JUST RUN OUT!
FOR, I HAVE EVOLVED MY PLAN-- AND THIS ONE CANNOT FAIL!
6


AGENTS, ATTENTION! CEASE ALL ACTIVITIES! I HAVE A NEW TOP-PRIORITY MISSION!
MODOK SPEAKS-- AND WE OBEY!
ACTIVATE ALL COMPUTERS! CLEAR ALL MEMORY BANKS!
STAND BY FOR NEW INSTRUC-TIONS!
MOVING, PLANNING, COMPUTING-- FASTER THAN ANY MERE MACHINE -- THE MYSTERIOUS MODOK SETS HIS SUPER-HUMAN BRAIN TO WORK, AS HIS OBEDIENT AGENTS CARRY OUT HIS EVERY COMMAND--
THEN, IN A MATTER OF HOURS---
PREPARATIONS ARE COMPLETE!
THE MASTER HAS REDESIGNED THE ALL-POWERFUL ALTERATION CHAMBER!
NOW HE WILL CREATE A MONSTER -- OUT OF LIFELESS CLAY!
7.

THEN, THE SIGNAL AT LAST IS GIVEN---
NOW!
THE POWER OF OUR SCIENCE HAS GIVEN HIM FORM!
BUT ONLY THE POWER OF MODOK'S MIND-- CAN GIVE HIM--
LIFE!
HE MOVES! HE BREATHES! THE MASTER HAS SUCCEEDED!
THE DIE IS CAST! CAPTAIN AMERICA AT LAST IS DOOMED!
8


ALL IS IN READINESS! PREPARE TO LAUNCH!
THE VICTIMS WAIT-- AT TARGET ZERO!
MASTER! THE CARGO IS ABOARD!
THE TIME IS COME!
LET ALL STAND BACK!
LAUNCH!
RRRR
BRRR
AND SO IT'S DONE!
NOTHING CAN SAVE THE MASKED AVENGER NOW!
AIM
AIM
NOTHING CAN SAVE HIM-- OR ANY OTHER MAN WHO WALKS THE EARTH--
--FROM THE POWER OF --MY LIVING BULLDOZER!
9.

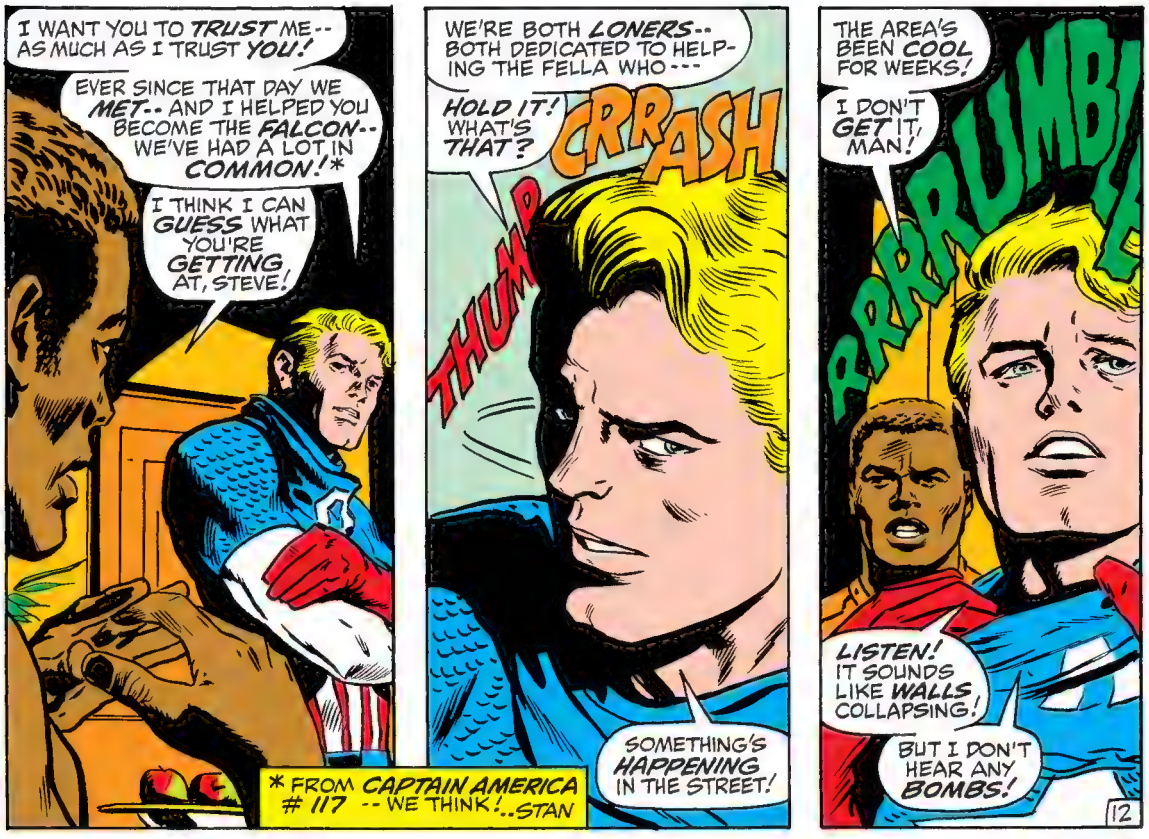

HOW DOES MODOK PLAN TO DISCREDIT CAPTAIN AMERICA BY USE OF THE BULLDOZER?
IT IS NOT FOR US TO KNOW!
OUR TASK IS MERELY TO DELIVER HIM TO HIS DESTINATION!


WE HAVE ARRIVED!
HERE, ON THIS LONELY STRETCH OF NEW JERSEY MARSHLANDS, NONE WILL REACH US IN TIME TO INTERFERE!
THE PROGRAMMING IS PERFECT! HE BEGINS TO STIR!
AIM

AT NEWARK AIRPORT--
UNIDENTIFIED AIRCRAFT--- DOWN IN THE MARSHLANDS!
WHAT IN BLAZES CAN IT BE?

EVEN IF HE KNEW, IT'S DOUBTFUL THAT THE RADAR TECHNICIAN WOULD BELIEVE THE AWESOME ANSWER---
NOW I STRIKE-- IN THE NAME OF AIM!
HIS PRE-TAPED VOICE CIRCUIT ALMOST SOUNDS REAL!
OKAY! OKAY! NOW LET'S GET OUT OF HERE!
OUR JOB IS DONE! NOW IT'S UP TO HIM!

MINUTES LATER, AT THE ENTRANCE TO THE LINCOLN TUNNEL---
I MUST PASS THRU THE TUNNEL!
NOTHING MUST KEEP ME FROM REACHING MY GOAL!
PKOW!
HE'S THREE STORIES HIGH--WITH FISTS LIKE BATTERING RAMS!
I HOPE THAT GOAL OF HIS IS FAR FROM HERE!
AND JUDGING BY THE WAY HE DOESN'T EVEN FEEL MY BULLETS--
I'M BETTING HE REACHES IT EASY!
SPANG!
OUR GUNFIRE'S USELESS! WE MIGHT AS WELL LET 'IM GO!
THEY'LL STOP 'IM AT THE OTHER SIDE!
PTHOOM!
KRAK!
I WOULDN'T BET ON IT, JOE!
BUT HOW, HOW, HOW DO YOU STOP--THE UNSTOPABLE?
I HAVE REACHED THE AREA CALLED HARLEM!
NOW I MUST DO AS MODOK COMMANDS!
WHILE NEARBY--
WHY HAVE YOU ALLOWED ME TO SEE YOU WITHOUT YOUR MASK?
FOR A GOOD REASON, SAM--
11.


I WANT YOU TO TRUST ME-- AS MUCH AS I TRUST YOU!
EVER SINCE THAT DAY WE MET-- AND I HELPED YOU BECOME THE FALCON-- WE'VE HAD A LOT IN COMMON!*
I THINK I CAN GUESS WHAT YOU'RE GETTING AT, STEVE!
* FROM CAPTAIN AMERICA # 117 -- WE THINK!..STAN
WE'RE BOTH LONERS-- BOTH DEDICATED TO HELPING THE FELLA WHO---
HOLD IT! WHAT'S THAT?
THUMP
CRRASH
SOMETHING'S HAPPENING IN THE STREET!
THE AREA'S BEEN COOL FOR WEEKS!
I DON'T GET IT, MAN!
RRRRUMBL
LISTEN! IT SOUNDS LIKE WALLS COLLAPSING!
BUT I DON'T HEAR ANY BOMBS!
12

WHATEVER IT IS-- IT'S BIG TROUBLE!
SO LET'S MOVE!
IT'S LIKE GIANT HANDS-- SHAKING THE BUILDING!
OKAY MISTER-- WE'RE OFF!
THIS WHOLE NEIGHBORHOOD'S A TINDER BOX! WHATEVER HAPPENS HERE COULD ENFLAME THE ENTIRE CITY!
WHATEVER IT IS-- IT SOUNDS LIKE IT'LL TAKE BOTH OF US TO HANDLE IT!
THAT'S WHAT I WAS GETTING AT BEFORE, SAM!
MAYBE IT'S AN OMEN!
13

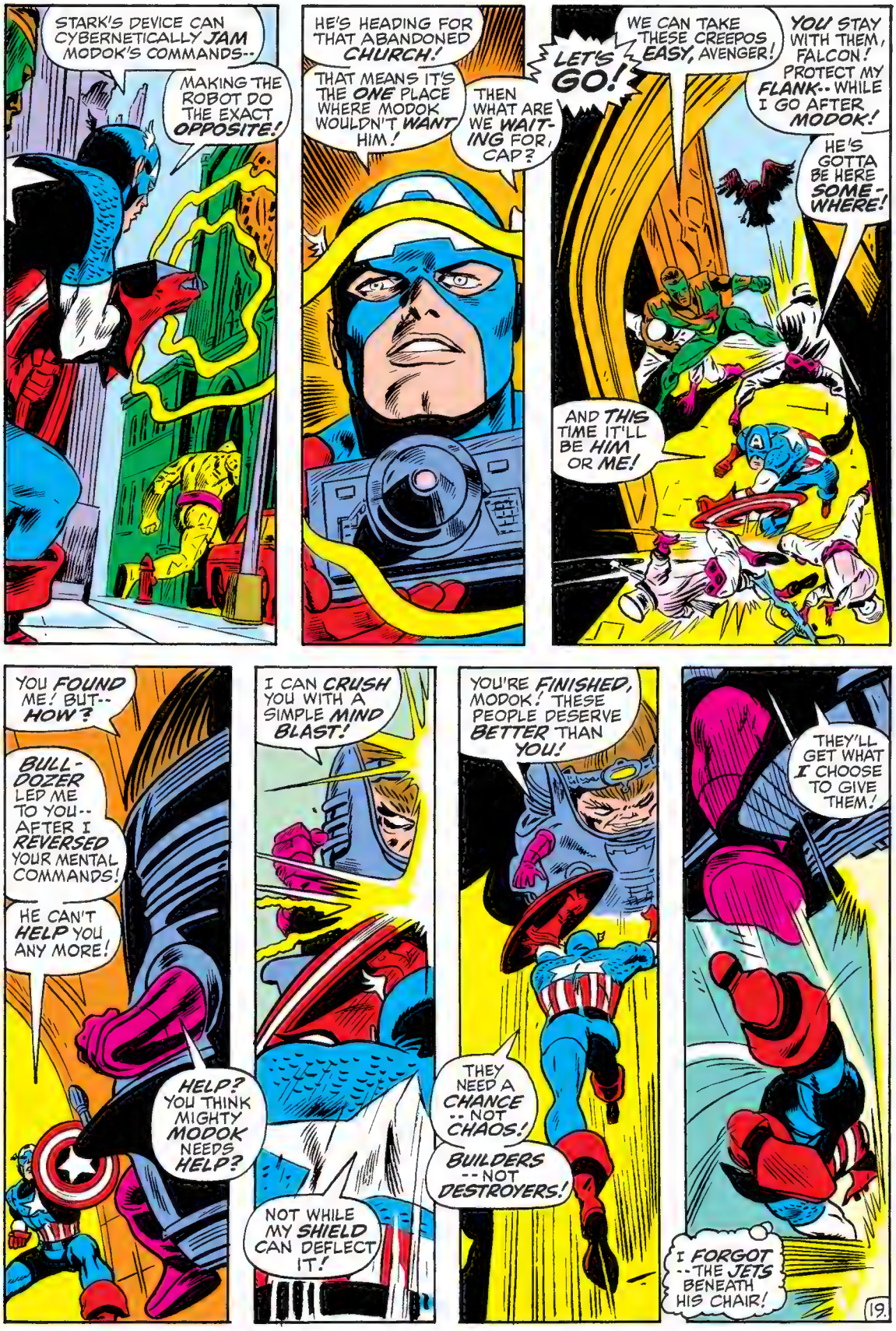
IN THE NAME OF AIM -- I DESTROY THESE SLUMS!
IT'S A GIANT FIGURE -- SHATTERING STONE AND BRICK WITH HIS FISTS!
THE PEOPLE ARE CHEERING HIM! THEY THINK HE'S HELPING THEM!
RIGHT ON, BULLDOZER!
POWER TO THE PEOPLE!
AIM MUST BEFRIEND THE OPPRESSED!
FALCON! HEAR HIS VOICE -- THE LIFELESS, UNEMOTIONAL TONE -- THE MECHANICAL PHRASING!
IT BEARS OUT THE ONLY POSSIBLE ANSWER -- HIS SIZE -- HIS STRENGTH --
MODOK CREATED HIM! HE'S A HUMANOID ROBOT!
STAY BACK WHILE I LOOSEN MY SHIELD --!
IF IT CAN STRIKE HIM HARD ENOUGH ---
MAYBE IT'LL JOSTLE HIS MECHANISM --- CAUSE HIM TO BECOME IMMOBILE!
HERE GOES!
14

FOOL! YOU CANNOT STOP THE BULL-DOZER!
BTYO!ING!
GET LOST, MASKED MAN! WE DON' WANT YA HERE!
THEM BUILDINGS DESERVE TO COME DOWN!
KEEP GOIN', BULL-DOZER! LET IT BE!
MODOK PLANNED IT THIS WAY! THEY THINK HE'S BEFRIENDING THEM!
LOOKS BAD, CAP! HE'S TOO MUCH FOR US!
IN MORE WAYS THAN ONE!
HE'S GOT THE PEOPLE ON HIS SIDE!
STAY BACK! LEAVE THE BULL-DOZER BE!
TAKE IT EASY, YOU GUYS!
YOU DON'T WANNA START A RIOT!
CAN'T BLAME THE BROTHERS! ANYTHING'S BETTER THAN THOSE HOVELS THEY HAVE TO LIVE IN!
BUT THEY'RE FOOLIN' THEMSELVES --AIM DON'T CARE ABOUT 'EM!
GO, RED-WING! YOU KNOW WHAT TO DO!

FALCON-- WHAT IS IT? WHAT'S REDWING DOING?
ZWIWRRK
MAYBE HE CAN CONFUSE 'IM-- MAKE 'IM DIZZY-- MUDDLE UP HIS CIRCUITS!
I AM PROGRAMMED TOO WELL! NOTHING CAN AFFECT ME!
GET RED-WING BACK! WE'RE FIGHTING THE WRONG ENEMY!
GET OFF THE STREETS! LEAVE HIM TO US!
TRUST ME --I'VE AN IDEA!
DON'T JUST STAND THERE, MAN--
I'VE AN AVENGERS' PRIORITY!
AWWRRKK
WHILE AT MODOK'S HQ--
PERFECT! PERFECT! CAPTAIN AMERICA WILL MAKE HIMSELF HATED-- BY THE PEOPLE-- AND THE POLICE!
NO MATTER WHAT HE DOES, HIS HEROIC IMAGE WILL BE FOREVER TARNISHED!
FOCUS
WHEREVER PEOPLE SUFFER-- WHEREVER THEY ARE DOWN-TRODDEN-- THEY ARE RIPE FOR EXPLOITATION!
SO LONG AS SLUMS-- AND POVERTY--- AND RACISM EXIST-- I WILL HAVE A BREEDING GROUND FOR MY OWN FORM OF EVIL!
AND THOSE, LIKE CAPTAIN AMERICA, WHO TRULY TRY TO HELP THRU REASON AND UNDERSTANDING -- WILL BE SCORNED AND DISCREDITED BY THOSE WHO HAVE BEEN BETRAYED TOO OFTEN!
THUS, I MUST CONTINUE TO INFLAME THEM-- I MUST BLIND THEM TO THE FACT THAT THEY THEM-SELVES WILL SUFFER MOST FROM VIOLENCE!

BUT I MUST ENJOY MY GREATEST TRIUMPH IN PERSON!
I MUST BE ON THE SCENE FOR THE DEFEAT OF CAPTAIN AMERICA!
ATTENDANT! BRING FORTH MY VEHICLE!
OKAY, AVENGER-- WE'RE LETTING HIM GO! BUT IF YOUR PLAN'S A DUD--!
CAP! WE'VE GOTTA DO SOMETHING!
YOU'RE TELLING ME?
RIGHT ON, BULLDOZER! WE'LL SHOW THE MAN WHERE IT'S AT, BABY!
THEY THINK THEY'VE FOUND A CHAMPION! THEY DON'T REALIZE THEY'RE INNOCENT PAWNS--
MINUTES LATER, AT THE LABORATORY OF TONY STARK--
CAP? YES, I HEARD IT ON THE RADIO!
WHAT CAN I DO FOR YOU?
HANG IN THERE! I'LL START AT ONCE!
IT'S A TALL ORDER, AVENGER-- BUT I SEE WHAT YOU'RE AFTER!
HE NEEDS A PORTABLE DETECTOR-- TO ANALYZE THE ROBOT'S ENERGY SOURCE!
AND, IF I CAN SWING IT---
-- THAT'S EXACTLY WHAT HE'LL GET!
FINALLY, AS DAWN BREAKS OVER THE TROUBLED CITY---
DRIVE TO THE CORNER-- THEN STOP!
WATCHES
MY OBJECTIVE IS THAT OLD, ABANDONED CHURCH!
NO ONE WILL THINK TO LOOK HERE-- FOR THE LEADER OF AIM!

GOOD! GOOD! NOW I SHALL DIRECT THE FINAL BATTLE--
-- AND WITNESS THE COMPLETE UNDOING OF CAPTAIN AMERICA!
BULLDOZER! I COMMAND YOU--- BEGIN YOUR RAMPAGING!
LET ME HEAR YOUR SLOGANS!
I STRIKE IN THE NAME OF AIM!
AIM SHALL CRUSH THE OPPRESSORS!
PERFECT! IF CAPTAIN AMERICA TRIES TO INTERFERE, THE PEOPLE WILL TURN ON HIM!
AND IF MY ROBOT CONTINUES UNCHECKED..
THE WORLD WILL KNOW THE AVENGER HAS FAILED!
BUT, EVEN AS THE HOVELS COLLAPSE-- A SPEEDY HAWK STREAKS OVERHEAD---
THE SLUMS ARE FALLING!
AT LEAST AIM CARES ABOUT US!
THE PACKAGE FROM STARK! AND JUST IN TIME!
LET'S HAVE IT, REDWING!
THIS OUGHT TO TELL US WHAT WE HAVE TO KNOW!
THAT'S IT! ACCORDING TO THE READINGS, BULLDOZER IS CONTROLLED BY MENTAL POWER ALONE-- THE POWER OF MODOK'S MIND!
I SHOULD HAVE GUESSED!
AND NOW WE'VE THE MEANS TO DEFEAT HIM!
18


STARK'S DEVICE CAN CYBERNETICALLY JAM MODOK'S COMMANDS--
MAKING THE ROBOT DO THE EXACT OPPOSITE!
HE'S HEADING FOR THAT ABANDONED CHURCH!
THAT MEANS IT'S THE ONE PLACE WHERE MODOK WOULDN'T WANT HIM!
THEN WHAT ARE WE WAITING FOR, CAP?
LET'S GO!
WE CAN TAKE THESE CREEPOS EASY, AVENGER!
YOU STAY WITH THEM, FALCON! PROTECT MY FLANK-- WHILE I GO AFTER MODOK!
HE'S GOTTA BE HERE SOMEWHERE!
AND THIS TIME IT'LL BE HIM OR ME!
YOU FOUND ME! BUT-- HOW?
BULLDOZER LED ME TO YOU-- AFTER I REVERSED YOUR MENTAL COMMANDS!
HE CAN'T HELP YOU ANY MORE!
HELP? YOU THINK MIGHTY MODOK NEEDS HELP?
I CAN CRUSH YOU WITH A SIMPLE MIND BLAST!
NOT WHILE MY SHIELD CAN DEFLECT IT!
YOU'RE FINISHED, MODOK! THESE PEOPLE DESERVE BETTER THAN YOU!
THEY NEED A CHANCE -- NOT CHAOS!
BUILDERS -- NOT DESTROYERS!
THEY'LL GET WHAT I CHOOSE TO GIVE THEM!
I FORGOT --THE JETS BENEATH HIS CHAIR!

THE BULL-DOZER! HE'S RETURNED!
I'VE GOT TO KEEP MODOK TOO BUSY TO MENTALLY COMMAND HIM!
MASTER! I AM CONFUSED! I AWAIT YOUR ORDERS!
THE FALCON BEHIND ME--- CAPTAIN AMERICA IN FRONT!
NO PLACE TO TURN-- NO PLACE TO RUN!
YOUR GUNNIES ARE FINISHED, MODOK! I SAW TO THAT!
WHERE ARE MY MEN? WHERE ARE MY AGENTS?
MASTER-- I NEED YOUR COMMAND!
IT'S WORKING! MODOK'S ON THE RUN-- HE HASN'T TIME TO THINK!
CAP! BULLDOZER'S GONE WILD! HE'S WRECKING THE PLACE!
I KNOW! LET'S GET OUT-- FAST!
BUT WHAT ABOUT MODOK?
MASTER! MASTER!
MY CHAIR! --IT'S STUCK! I-- I CAN'T MOVE!
I'M TRAPPED! TRAPPED--
--TRAP
PPPPPPPPPPPPP
IT'S OVER-- AT LAST!
NO, CAP! IT'S JUST THE BEGINNING! MY WORK HERE-- ON BEHALF OF MY PEOPLE-- HAS JUST BEGUN!
YOU MEAN-- OUR WORK!
CAPTAIN AMERICA HAS FINALLY FOUND--A PARTNER!
20
NEXT: A NEW TEAM IS BORN!

CAPT. AMERICA
15¢
134
FEB
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
CAPTAIN AMERICA AND THE FALCON
THE SCOURGE OF STONE FACE!
LET ME HAVE 'IM, CAP! HE'S MINE!
OKAY, PARTNER, THIS IS IT!
THAT'S HOW IT'S GOTTA BE!

CAPTAIN AMERICA and THE FALCON!
THEY CALL HIM--
STONE-FACE!
LOOK OUT! WE BEEN FOLLOWED! IT'S CAPTAIN AMER-- UNNHH!
DON' WORRY! WE'LL TAKE CARE OF 'IM!
NOT WHILE THE FALCON'S ON THE SCENE, YOU WON'T!
BTHM!
TOO BAD WE JUST BAGGED A COUPLE OF PUNKS-- 'STEAD OF STONE-FACE HIMSELF!
IT'S OKAY, FALC! EVERY ONE OF THESE SMALL-TIME HOODS BRINGS US THAT MUCH CLOSER TO STONE-FACE!
THE TIME: THE PRESENT! THE PLACE: A STORE IN HARLEM! TWO FAST-MOVING COSTUMED FIGURES GO INTO ACTION JUST IN TIME TO PREVENT A FIRE-BOMB FROM BEING PLANTED--
STORY AND ART BY: STAN LEE & GENE COLAN
DICK AYERS INKER
ARTIE SIMEK LETTERER
4492

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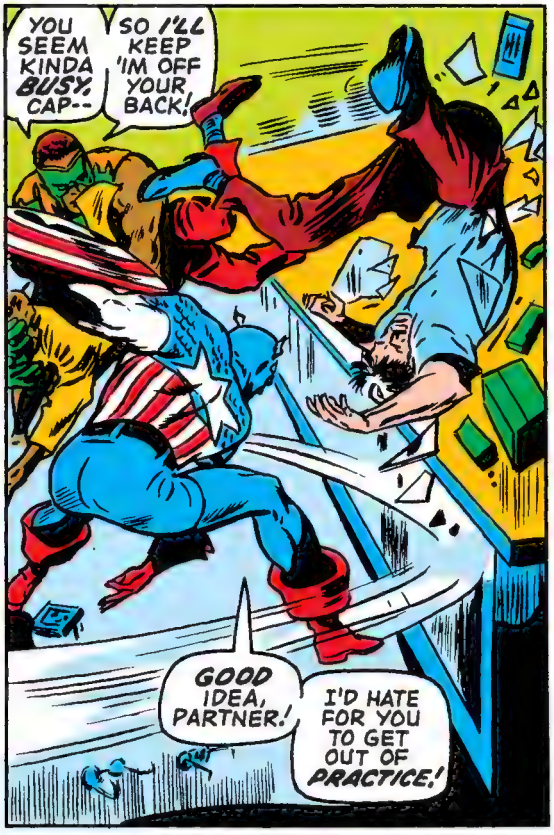
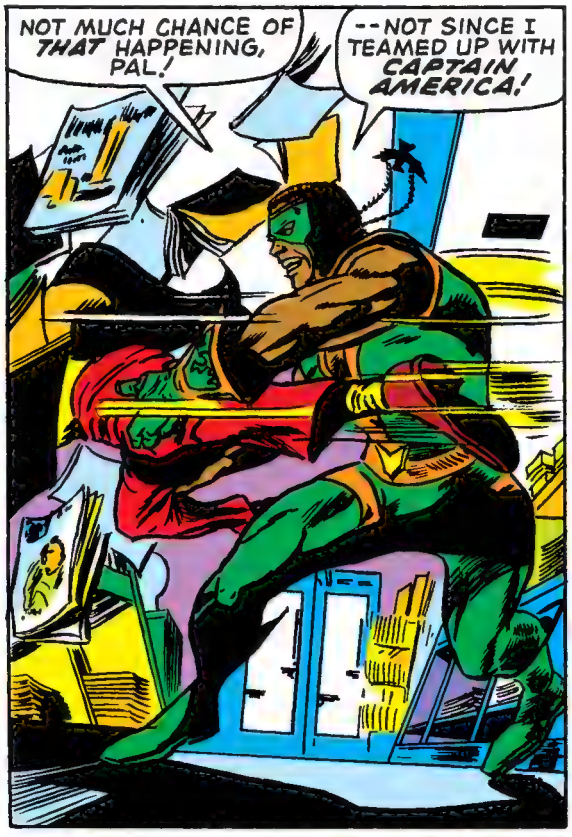
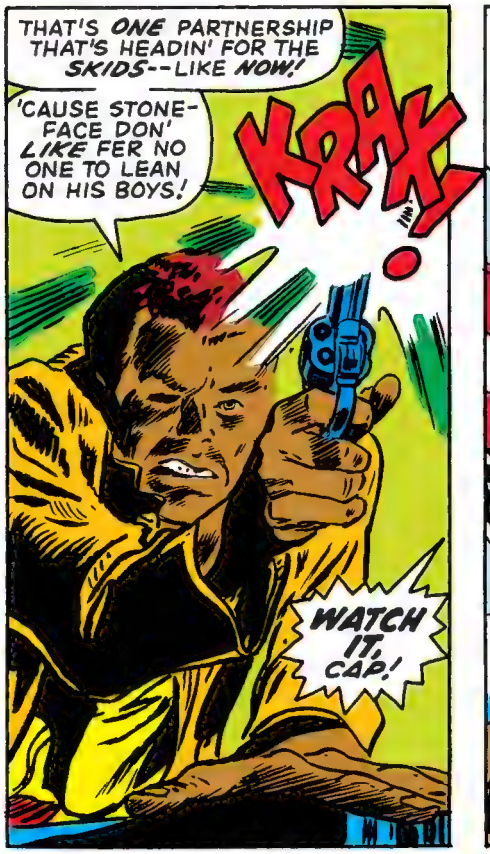
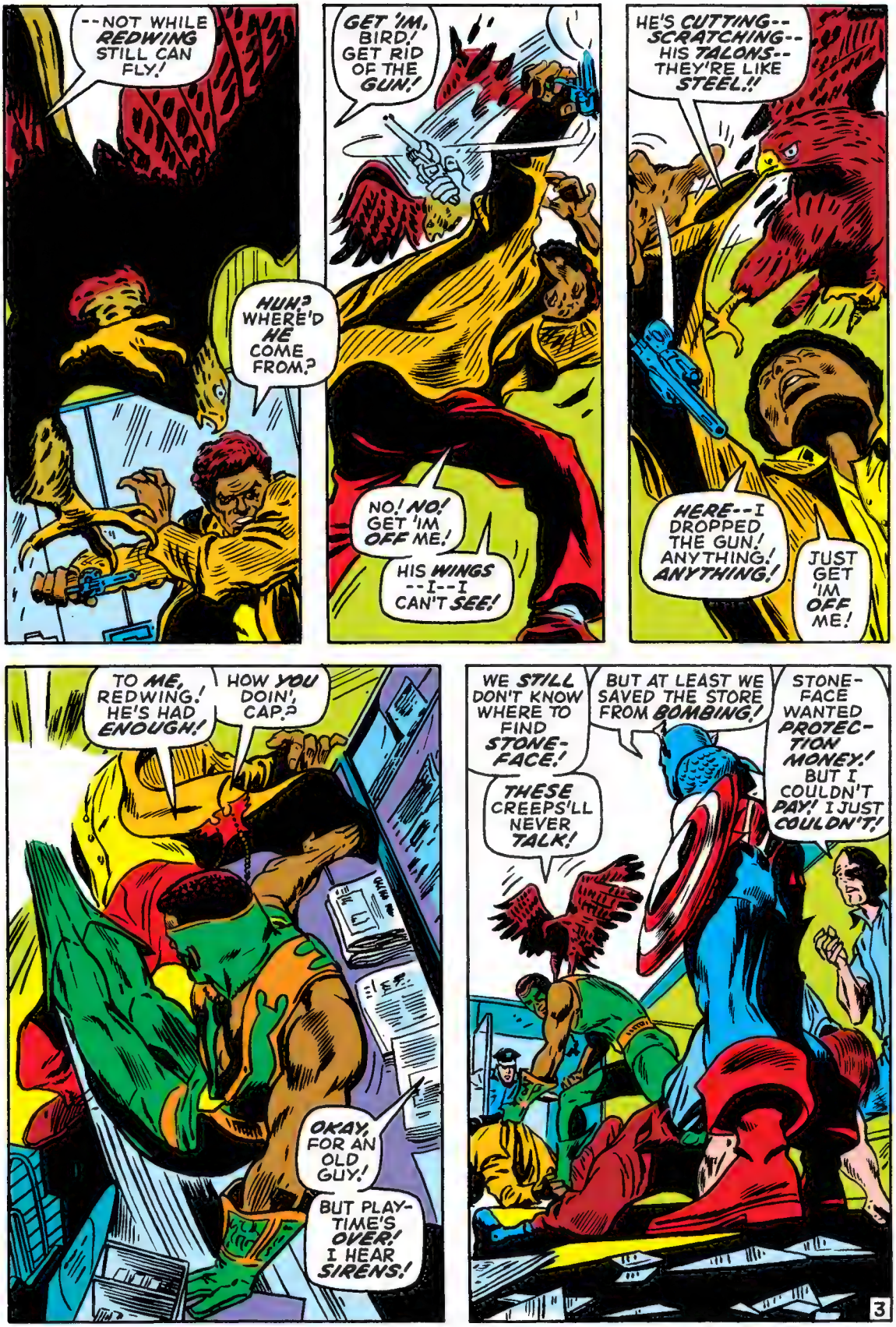

YOU SEEM KINDA BUSY, CAP--
SO I'LL KEEP 'IM OFF YOUR BACK!
GOOD IDEA, PARTNER!
I'D HATE FOR YOU TO GET OUT OF PRACTICE!


NOT MUCH CHANCE OF THAT HAPPENING, PAL!
--NOT SINCE I TEAMED UP WITH CAPTAIN AMERICA!


THAT'S ONE PARTNERSHIP THAT'S HEADIN' FOR THE SKIDS--LIKE NOW!
'CAUSE STONE-FACE DON' LIKE FER NO ONE TO LEAN ON HIS BOYS!
KRAK!
WATCH IT, CAP!

DON'T MOVE, FALC.! MY SHIELD'LL DO THE TRICK!
SPTANNNG!
BUT WE CAN'T STAY PUT FOREVER!
AND WE'RE NOT GONNA--!

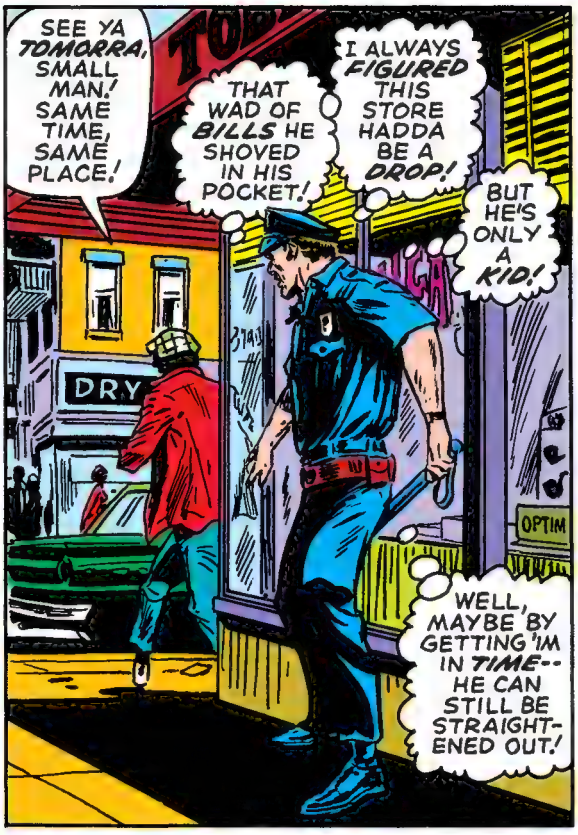

--NOT WHILE REDWING STILL CAN FLY!
HUH? WHERE'D HE COME FROM?
GET 'IM, BIRD! GET RID OF THE GUN!
NO! NO! GET 'IM OFF ME!
HIS WINGS --I--I CAN'T SEE!
HE'S CUTTING-- SCRATCHING-- HIS TALONS-- THEY'RE LIKE STEEL!!
HERE--I DROPPED THE GUN! ANYTHING! ANYTHING!
JUST GET 'IM OFF ME!
TO ME, REDWING! HE'S HAD ENOUGH!
HOW YOU DOIN', CAP?
OKAY, FOR AN OLD GUY!
BUT PLAY-TIME'S OVER! I HEAR SIRENS!
WE STILL DON'T KNOW WHERE TO FIND STONE-FACE!
THESE CREEPS'LL NEVER TALK!
BUT AT LEAST WE SAVED THE STORE FROM BOMBING!
STONE-FACE WANTED PROTEC-TION MONEY! BUT I COULDN'T PAY! I JUST COULDN'T!
3

HEY, SPEAKING OF STONE-FACE--THE FALCON'S NEPHEW, JODY CASPER IS WITH HIM RIGHT NOW! LET'S SEE WHY--
AINT NOBODY AS SMART AS OL' STONE-FACE!
YOU KNOW IT, JODY! THAT'S WHY HE AINT NEVER BEEN CAUGHT!
AWRIGHT! YOU ALL GOT YOUR ORDERS! NOW GET GOIN'!
AN' DON'T STICK YER NECKS OUT! PLAY IT CLOSE--LIKE I TAUGHT YA!
REMEMBER--IF ANY OF YA GET CAUGHT, CLAM UP!
I GOT ENOUGH LAWYERS TO SPRING YA EVERY TIME!
ANYHOW, THE RAP FOR BEIN' A NUMBERS RUNNER AINT MUCH!
I AINT GONNA BE A NUMBERS RUNNER FOREVER!
SOME DAY I'LL MAKE IT TO THE BIG TIME--JUST LIKE STONE-FACE HIMSELF!
I'LL GET OTHER GUYS TO DO THE DIRTY WORK--LIKE HE DOES!
HE'S ALWAYS IN THE CLEAR! THAT'S WHY HE'S SUCH A BIG MAN!
THAT'S WHY THE FUZZ CAN'T TOUCH 'IM!
STONE-FACE AINT A NOBODY--LIKE THAT BIG-TALKIN' UNCLE O' MINE!
JUST 'CAUSE HE GOT 'IMSELF HIS OWN OFFICE, HE THINKS HE'S SOMEONE!
SAM WILSON
SOCIAL ADMIN.
DISTRICT 1
BUT STONE-FACE COULD BUY 'IM AND SELL 'IM WITHOUT EVEN BATTIN' AN EYE!
LIKE HI, MAN! HERE'S YOUR FAVORITE NEPHEW COME BY TO SEE YA!
JODY! COME IN, SON! I'VE BEEN WAITING FOR YOU!

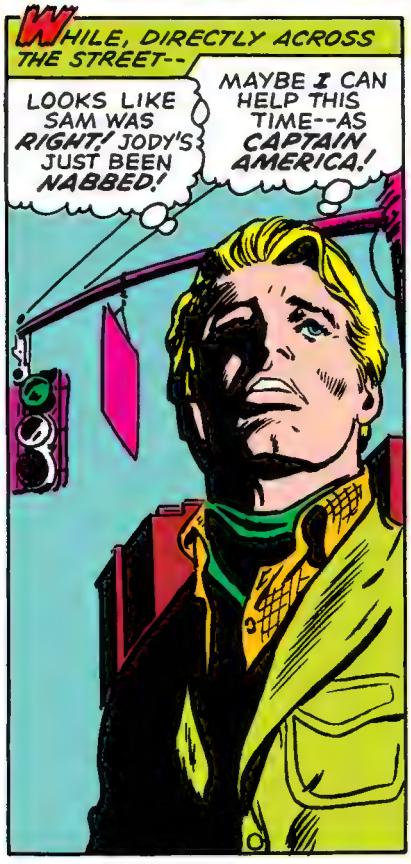
THEY SURE KEEP YA BUSY HERE, HUH?
WADDAYA DO-- WHEN YA AINT FEEDIN' CATS?
MOSTLY I WAIT, KID!
--LIKE I BEEN WAITIN' FOR A SMART-TALKIN' NEPHEW OF MINE TO COME VISIT ME FOR DAYS--LIKE HE PROMISED!
WHAT'S THE MATTER, JODY? TOO MUCH TROUBLE TO WALK A FLIGHT OF STAIRS?
--OR, IS THERE ANOTHER REASON?
MAYBE STONE-FACE IS KEEPIN' YOU TOO BUSY AS A NUMBERS RUNNER FOR HIM!
ANSWER ME, KID! I'M TALKIN' TO YA!
WELL, WELL--SO IT'S TIME FOR ANOTHER SERMON, HUH?
MY BIG SOCIAL-WORKER UNCLE IS GONNA KEEP ME ON THE STRAIGHT 'N NARROW!
FORGET IT, MAN! DON'T WASTE YER BREATH!
THE NUMBERS DON'T DO NO ONE ANY HARM! IF PEOPLE WANNA PLAY-- THAT'S THEIR BUSINESS!
YOU DUMB PUNK KID!
THE NUMBERS ARE JUST PART OF STONE-FACE'S OPERATION!
BUT ONCE YOU GET A TASTE OF THAT SO-CALLED EASY MONEY, YOU'LL BE HOOKED!
THAK!
STOP SMIRKIN'! GET YOUR HOOFS OFF MY DESK WHEN I'M TALKIN'!
5

IF NOT FOR YOUR MOTHER, I WOULDN'T WASTE MY BREATH ON YOU!
BUT WHEN YOUR FATHER DIED, I PROMISED MY SISTER--
STOW IT, MAN! I KNOW THAT ROUTINE BY HEART!
YOU'RE JUST JEALOUS OF STONE-FACE, THAT'S WHAT!
'CAUSE HE'S MADE IT, AN' YOU-- YOU'RE NOWHERE!
BLAST THAT TEMPER OF MINE! I BLEW IT!
I'LL NEVER BE ABLE TO GET TO THE KID AFTER THIS!
SLAM
THAT SINKS IT!
NO ONE'S EVER GONNA CATCH ME WITHIN A MILE OF THAT SQUARE AGAIN!
I DON' CARE IF HE IS MY UNCLE! HE'S HAD IT!
WHA--?
THWOMP!
SORRY, SON! IT WAS MY FAULT! I--
COOL IT, WHITEY! IF YA WANNA MAKE A SPEECH-- GET A SOAP-BOX!
I DON'T KNOW WHAT'S BUGGIN' HIM--
--BUT IT SURE MUST BE A KING-SIZE BEEF!
SAM W
OCIAL AC

HI, SAM! WHO WAS THE CHEERFUL CHARLIE THAT JUST STORMED OUT OF HERE?
OH, YOU SAW 'IM, HUH?
HE'S MY SISTER'S SON-- JODY CASPER!
I'M WORRIED ABOUT THE KID!
HE'S BECOME A NUMBERS RUNNER-- FOR STONE-FACE!
I CAN'T REACH 'IM--CAN'T CONVINCE HIM HOW WRONG IT IS--HOW DANGEROUS IT IS!
NOT EVEN MY SISTER SARAH-- HIS OWN MOTHER-- CAN HANDLE 'IM!
TOO BAD HE'S YOUR NEPHEW! HE'D BE A PERFECT WAY FOR US TO GET TO STONE-FACE!
SURE, SURE-- I THOUGHT OF THAT TOO, STEVE!
BUT, I JUST CAN'T ASK 'IM TO TURN INFORMER!
THERE'S GOTTA BE ANOTHER WAY!
A SHORT TIME LATER--
HEY! STONE-FACE'LL LIKE THIS! IT'S A REAL GOOD TAKE!
YEAH-- SURE!
BRIAR
LOOK, KID-- DON'T HANG AROUND, HUH?
COOL IT, SMALL MAN! WHAT'RE YA NERVOUS ABOUT? I GOT INFLUENCE, SEE?
YOU GOT WHAT YOU CAME FOR--SO TAKE OFF!
NO ONE'S GONNA MESS AROUND WITH ONE'A STONE-FACE'S BOYS!
7


SEE YA TOMORRA, SMALL MAN! SAME TIME, SAME PLACE!
THAT WAD OF BILLS HE SHOVED IN HIS POCKET!
I ALWAYS FIGURED THIS STORE HADDA BE A DROP!
BUT HE'S ONLY A KID!
DRY
OPTIM
WELL, MAYBE BY GETTING 'IM IN TIME-- HE CAN STILL BE STRAIGHT-ENED OUT!

HOLD IT, SON! I WANT YOU TO GO BACK IN THAT STORE WITH ME--AND THEN EMPTY YOUR POCKETS!
HEY! WHAT GIVES! YOU GOT NOTHIN' ON ME, MAN!

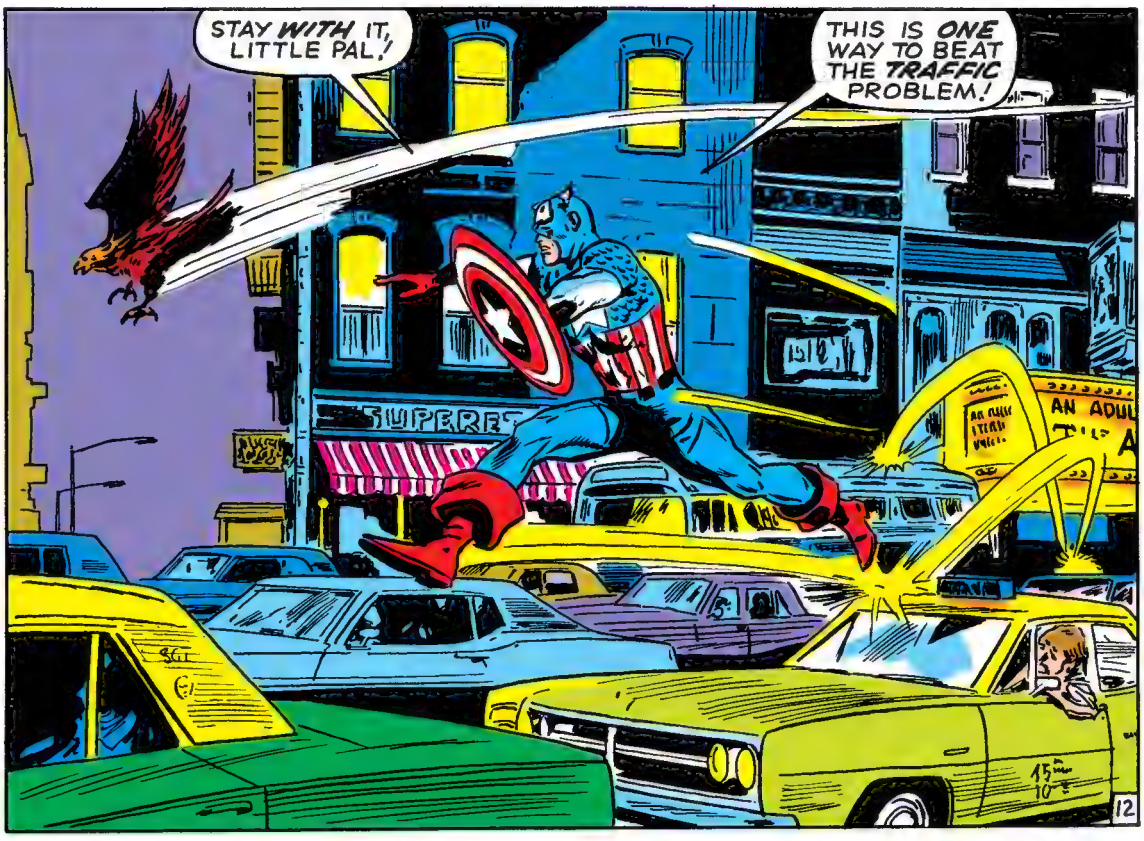

WHILE, DIRECTLY ACROSS THE STREET--
LOOKS LIKE SAM WAS RIGHT! JODY'S JUST BEEN NABBED!
MAYBE I CAN HELP THIS TIME--AS CAPTAIN AMERICA!

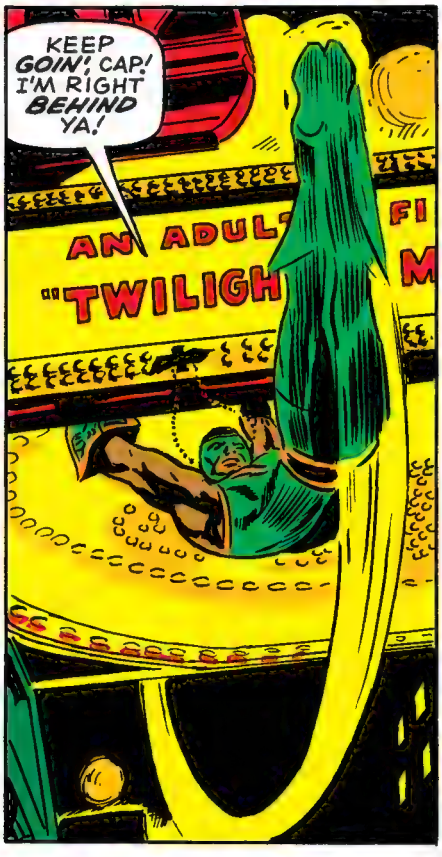
JODY CASPER-- I'VE NEVER SEEN YOU HERE BEFORE!
IT'S HIS FIRST OFFENSE! HE'S HAD A CLEAN RECORD UP TILL NOW!
YOU HAVE AN UNCLE-- SAM WILSON-- I KNOW HIM...A FINE MAN!
AND YOUR MOTHER HAS SPOKEN TO ME--ON YOUR BEHALF!
WHERE'S STONE-FACE? WHY DON'T HE HAVE A MOUTHPIECE FOR ME!

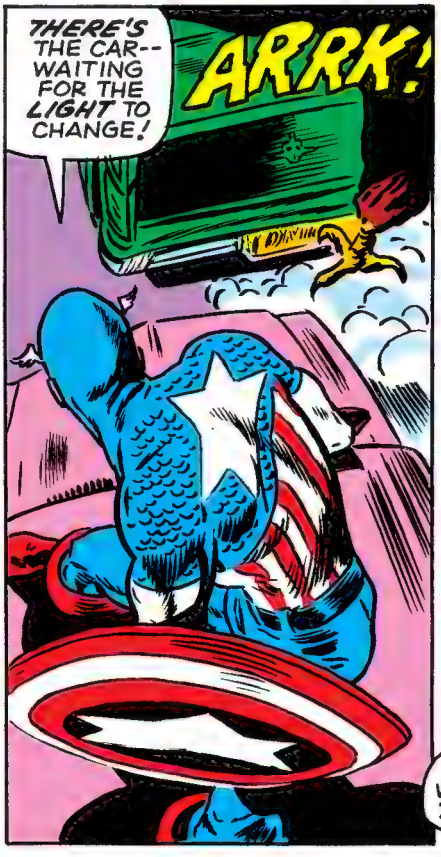
YOU MAY BE INTERESTED TO KNOW THAT CAPTAIN AMERICA HAS ALSO INTERCEDED FOR YOU.
CAPTAIN AMERICA?!?!
I DON'T DIG IT.
--UNLESS-- MEBBE STONE-FACE HIMSELF ARRANGED IT! WOULDN'T THAT BE A KICK!
I'M SUSPENDING SENTENCE AND SENDING YOU HOME --IN THE CARE OF YOUR MOTHER!
NEXT CASE!
YOU WERE LUCKY THIS TIME, JODY! I HOPE YOU LEARNED--
YEAH, MAN-- I LEARNED PLENTY!
I LEARNED THAT NOBODY CAN BUST ONE'A STONE-FACE'S BOYS!
MINUTES LATER--
HOW ABOUT THAT, STONE-FACE?
A PUNK KID GETS CAUGHT WITH THE GOODS--AND THEY LET 'IM OFF-- SCOT FREE!
YA DON'T HAVETA SPELL IT OUT! IT SMELLS, MAN!
THE KID BLEW THE WHISTLE ON US! HE SUNG FOR HIS FREEDOM!
BUT NO ONE RATS ON STONE-FACE!
YOU'RE GONNA PAY A LITTLE CALL ON JODY CASPER --AN' I MEAN NOW!

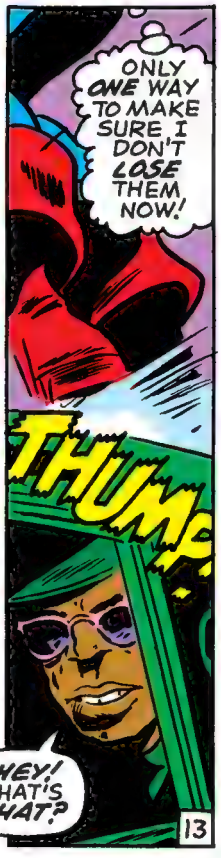
THE KID LIVES ALONE WITH HIS MOTHER, RIGHT?
YEAH! THIS WON'T TAKE MORE'N A FEW MINUTES!
THERE'S THE DUMP NOW!
WELL, WHAT'RE WE WAITIN' FOR?
'SCUSE MY FOOT, LADY! WE'RE IN A HURRY!
YEAH--WE DON' WANNA GET A TICKET FOR DOUBLE-PARKIN'!
--CAUSE IT'S AGAINST THE LAW!
FTOM!
10

SECONDS LATER, AN UNPREDICTABLE FATE, IN THE FORM OF STEVE ROGERS AND SAM WILSON, SUDDENLY TAKES A HAND--
LOOK! RUSHING OUT OF YOUR NEPHEW'S BUILDING--
THEY'RE STONE-FACE'S GUNNIES!
I DON'T LIKE IT, MAN!
WELL, WHAT'RE WE WAITING FOR?
I'LL TAKE OFF AFTER THEM --WHILE YOU SEE WHAT HAPPENED UP THERE!
DON'T LOSE 'EM, STEVE! WHATEVER YOU DO-- DON'T LOSE 'EM!
I WON'T, PARTNER! YOU CAN COUNT ON IT!
SARAH!
WHAT HAPPENED, JODY? WHAT DID THEY DO TO MY SISTER?
--'CAUSE --SHE TRIED TO STOP EM--FROM BEATING ME!
THEY SHOT HER! THEY-- SHOT MY MOM!
WHILE, IN THE HALLWAY BELOW--
NO SAFE PLACE TO HIDE MY CLOTHES!
I'LL HAVE TO TOSS 'EM IN THE INCINERATOR!
I CAN ALWAYS GET A NEW SUIT!
BUT, NOTHING'S GONNA KEEP ME FROM TAILING THOSE HOODS!
REDWING! THE FALCON SENT YOU TO HELP, EH?
OKAY! YOU KNOW WHAT TO DO!
ARRK ARRK
LET'S GO!
11


STAY WITH IT, LITTLE PAL!
THIS IS ONE WAY TO BEAT THE TRAFFIC PROBLEM!
SUPERET
12

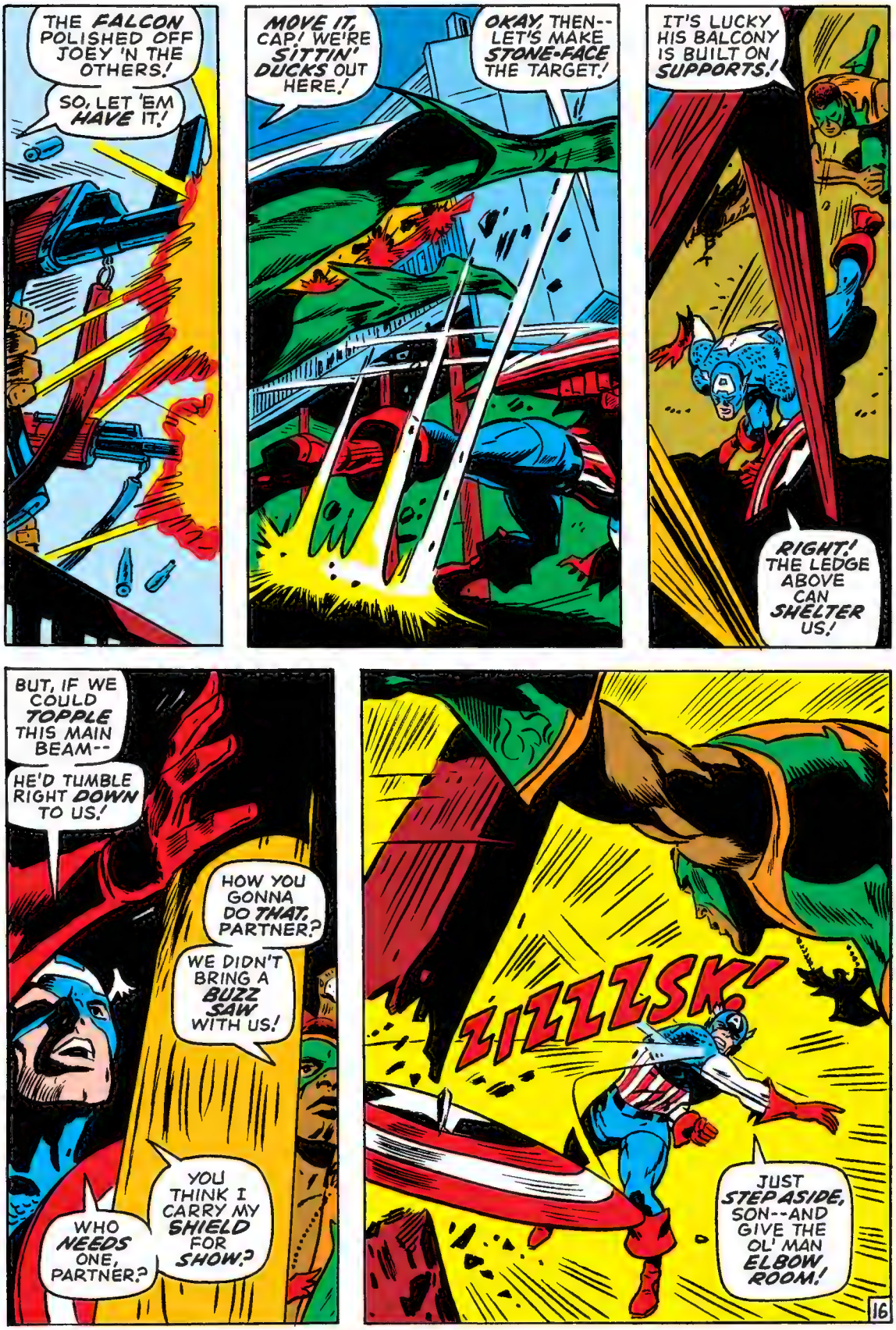

KEEP GOIN', CAP! I'M RIGHT BEHIND YA!
AN ADUL
"TWILIGH


THERE'S THE CAR-- WAITING FOR THE LIGHT TO CHANGE!
ARRK!


ONLY ONE WAY TO MAKE SURE I DON'T LOSE THEM NOW!
THUMP
HEY! WHAT'S THAT?
13

KEEP GOIN'! JUST SOME BRATS, PLAYIN', BALL!
MUST'A BOUNCED ONE ON THE ROOF!
WE'RE HEADING FOR THE HIGHWAY! THE FALCON'S TOO FAR BEHIND!
BUT, NOT FOR LONG--
OKAY, MAN-- JUST LIKE IN THE MOVIES--
FOLLOW THAT CAR!
THE FALCON!
WOW! YOU CAN COUNT ON ME, MISTER!
HE GRABBED THAT CAB BEHIND ME!
HE MUST WANT THESE JOKERS MIGHTY BAD!
NO TELLING WHAT HE FOUND IN HIS SISTER'S APARTMENT!
'CAUSE I'M BETTING THEY DIDN'T DROP IN JUST TO BORROW SOME SUGAR!
WELL ANYWAY, WHATEVER THEY'VE GOT COMING TO THEM--
--THIS IS WHERE THEY GET IT!
TOONG!
14

CAPTAIN AMERICA! HOW'D HE EVER TAIL US HERE?
WHAT'SA DIFFERENCE? I GOTTA MAKE IT TO THE HOUSE-- TO WARN STONE-FACE!
YOU GOT YER ROD --PLUG 'IM!
IT'LL BE A BREEZE! HE'S A PERFECT TARGET FOR--HEY!
SOMETHIN' CLAWIN' ME-- HITTIN' MY FACE! I CAN'T SEE!
SKRAK
THEY ROUGHED UP THE KID, CAP--AND SHOT HIS MA!
SO KIND'A LEAVE 'EM TA ME, HUH?
ZROK!
HEY! WHAT GIVES OUT THERE?
IT'S THAT CRUMMY FALCON--AN' CAPTAIN AMERICA! THEY FINALLY FOUND US!
BUT IT AINT GONNA DO 'EM NO GOOD-- UNLESS THEY'RE BULLET PROOF!


THE FALCON POLISHED OFF JOEY 'N THE OTHERS!
SO, LET 'EM HAVE IT!
MOVE IT, CAP! WE'RE SITTIN' DUCKS OUT HERE!
OKAY, THEN--LET'S MAKE STONE-FACE THE TARGET!
IT'S LUCKY HIS BALCONY IS BUILT ON SUPPORTS!
RIGHT! THE LEDGE ABOVE CAN SHELTER US!
BUT, IF WE COULD TOPPLE THIS MAIN BEAM--
HE'D TUMBLE RIGHT DOWN TO US!
HOW YOU GONNA DO THAT, PARTNER?
WE DIDN'T BRING A BUZZ SAW WITH US!
YOU THINK I CARRY MY SHIELD FOR SHOW?
WHO NEEDS ONE, PARTNER?
ZIZZZSK!
JUST STEP ASIDE, SON--AND GIVE THE OL' MAN ELBOW ROOM!
16

HEY! THE WHOLE BALCONY'S CAVIN' IN! WE'RE FALLIN'!
IT'S THEM!
THEY SHATTERED THE MAIN BEAM!
DON' WORRY, BOSS! THEY WON'T GIT AWAY!
YOU GOT THAT BACKWARDS, FELLA! WE'RE NOT PLANNING TO GO ANYWHERE!
NOT TILL WE PUT YOU PUNKS OUT OF ACTION!
AND THAT'S GONNA BE LIKE NOW!
STAY BACK, CAP! STONE-FACE IS MINE!
YOU'RE WELCOME TO HIM, FALC--
BUT NOT UNTIL WE PRY HIM LOOSE FROM THAT POP-GUN!
I DON'T AIM TO SPEND MY LIFE BREAKING IN NEW PARTNERS!
PING
SPANG
17

THERE! I THINK HE'S ABOUT RIPE NOW!
LOOKS THAT WAY TO ME, CAP!
THANKS FOR THE COVER!
STAY BACK, DO YA HEAR? STAY BACK! YA CAN'T--
UNNHH!
SHUDDUP, YA GUN-CRAZY CREEP!
ROK!
CAPTAIN AMERICA! HELP ME! HE'S TOO MUCH! HE'S TRYIN' TO--
ARGHHH!
IS THAT A FACT?
HAH! I'LL GET YA NOW!
I'LL KNEE YA INTA THE DIRT!
THPK!
I'M KINDA GLAD YOU TRIED THAT, TOUGH GUY--
I WOULDN'T HAVE WANTED TO LICK YOU TOO SOON--
'CAUSE IF EVER A GUY DESERVED THE WHOLE FULL TREATMENT--!!

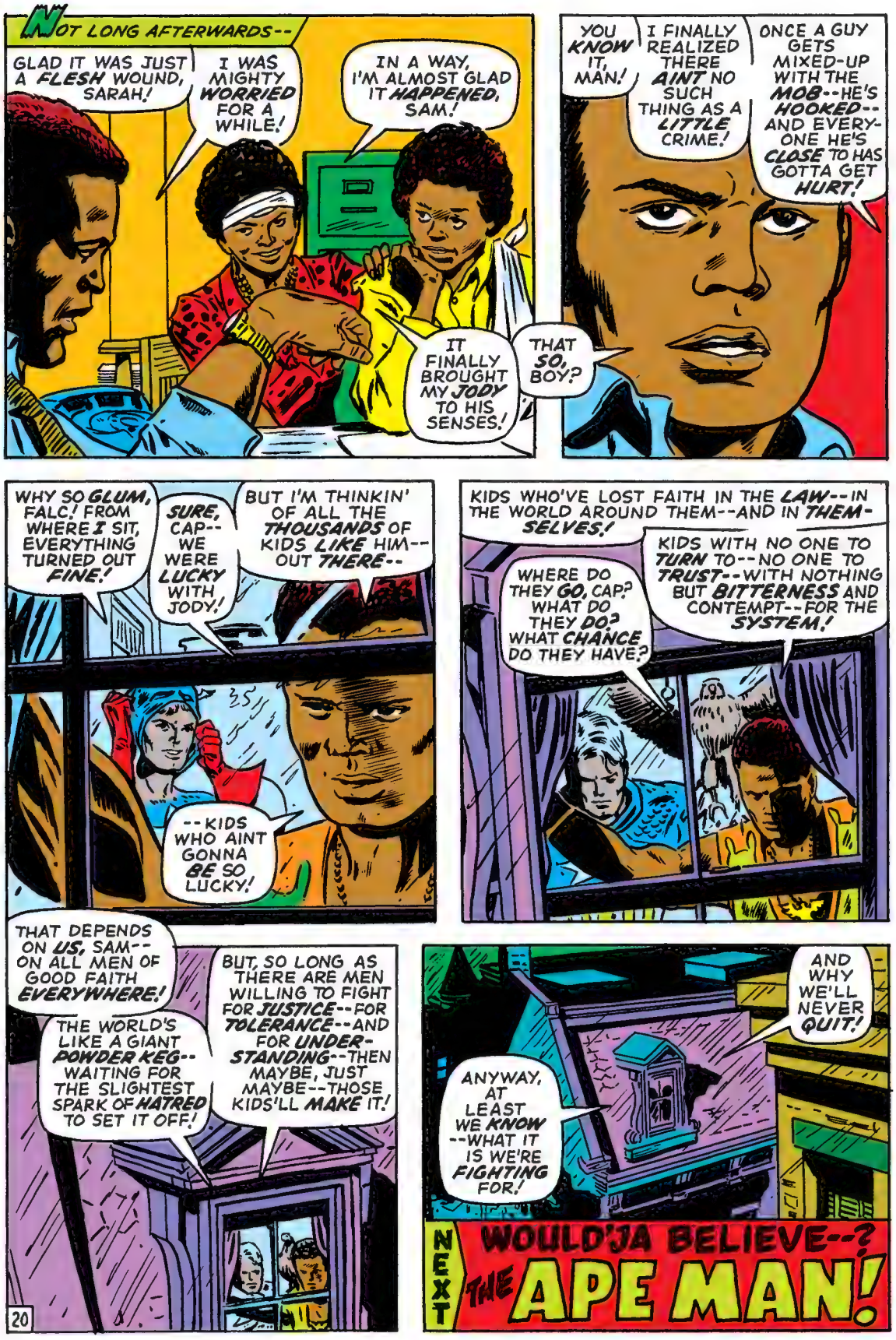
I THINK YOU GOT TO 'IM, FALC.!
HE'S RUNNING OFF--WITH HIS TAIL BETWEEN HIS LEGS!
HEY! YOU DIDN'T EVEN SAY GOODBYE!

AND, IF THERE'S ONE THING THE FALCON AND I CAN'T STAND--

--IT'S BAD MANNERS!

VZINNGG

ANYTHING YOU'D LIKE TO ADD BEFORE THE COPS TAKE OVER, CAP?
NO THANKS, FALC.! I THINK WE'VE SAID IT ALL!


NOT LONG AFTERWARDS--
GLAD IT WAS JUST A FLESH WOUND, SARAH!
I WAS MIGHTY WORRIED FOR A WHILE!
IN A WAY, I'M ALMOST GLAD IT HAPPENED, SAM!
IT FINALLY BROUGHT MY JODY TO HIS SENSES!
THAT SO, BOY?
YOU KNOW IT, MAN!
I FINALLY REALIZED THERE AINT NO SUCH THING AS A LITTLE CRIME!
ONCE A GUY GETS MIXED-UP WITH THE MOB--HE'S HOOKED--AND EVERY-ONE HE'S CLOSE TO HAS GOTTA GET HURT!
WHY SO GLUM, FALC! FROM WHERE I SIT, EVERYTHING TURNED OUT FINE!
SURE, CAP--WE WERE LUCKY WITH JODY!
BUT I'M THINKIN' OF ALL THE THOUSANDS OF KIDS LIKE HIM--OUT THERE--
--KIDS WHO AINT GONNA BE SO LUCKY!
KIDS WHO'VE LOST FAITH IN THE LAW--IN THE WORLD AROUND THEM--AND IN THEM-SELVES!
WHERE DO THEY GO, CAP? WHAT DO THEY DO? WHAT CHANCE DO THEY HAVE?
KIDS WITH NO ONE TO TURN TO--NO ONE TO TRUST--WITH NOTHING BUT BITTERNESS AND CONTEMPT--FOR THE SYSTEM!
THAT DEPENDS ON US, SAM--ON ALL MEN OF GOOD FAITH EVERYWHERE!
THE WORLD'S LIKE A GIANT POWDER KEG--WAITING FOR THE SLIGHTEST SPARK OF HATRED TO SET IT OFF!
BUT, SO LONG AS THERE ARE MEN WILLING TO FIGHT FOR JUSTICE--FOR TOLERANCE--AND FOR UNDER-STANDING--THEN MAYBE, JUST MAYBE--THOSE KIDS'LL MAKE IT!
ANYWAY, AT LEAST WE KNOW --WHAT IT IS WE'RE FIGHTING FOR!
AND WHY WE'LL NEVER QUIT!
NEXT
WOULD'JA BELIEVE--?
THE APE MAN!

CAPT. AMERICA
15¢
135
MAR
CAPTAIN AMERICA
AND
THE FALCON
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
MORE MONSTER THAN MAN!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™
MORE MONSTER THAN MAN!
IN WHICH FEAR AND FANTASY MERGE AS NEVER BEFORE!
STORY: STAN LEE
ART: GENE COLAN
INKING: TOM PALMER
LETTERING: ARTIE SIMEK
PREPARE TO ENJOY! IT'S ONE OF MARVEL'S BIG ONES!

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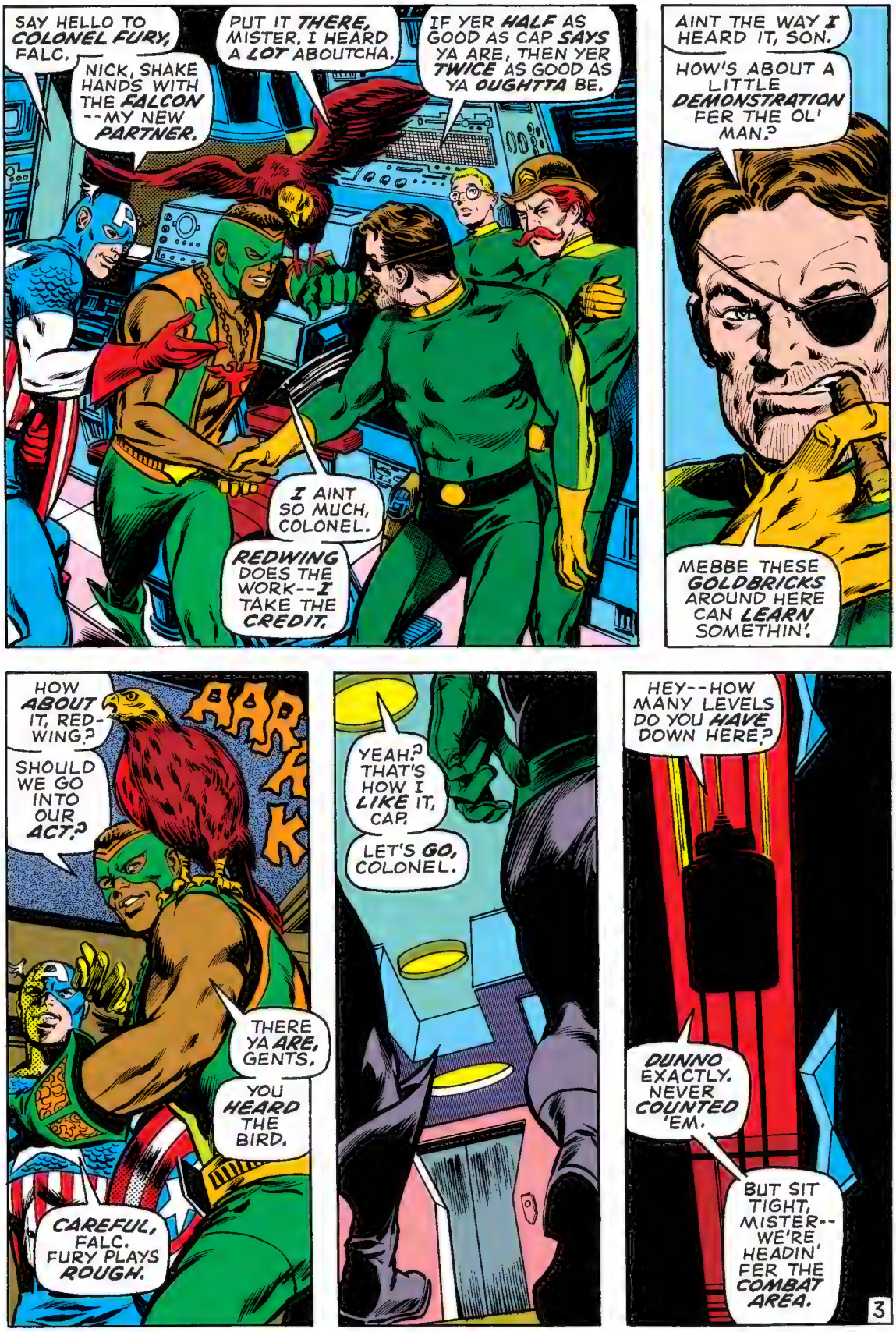
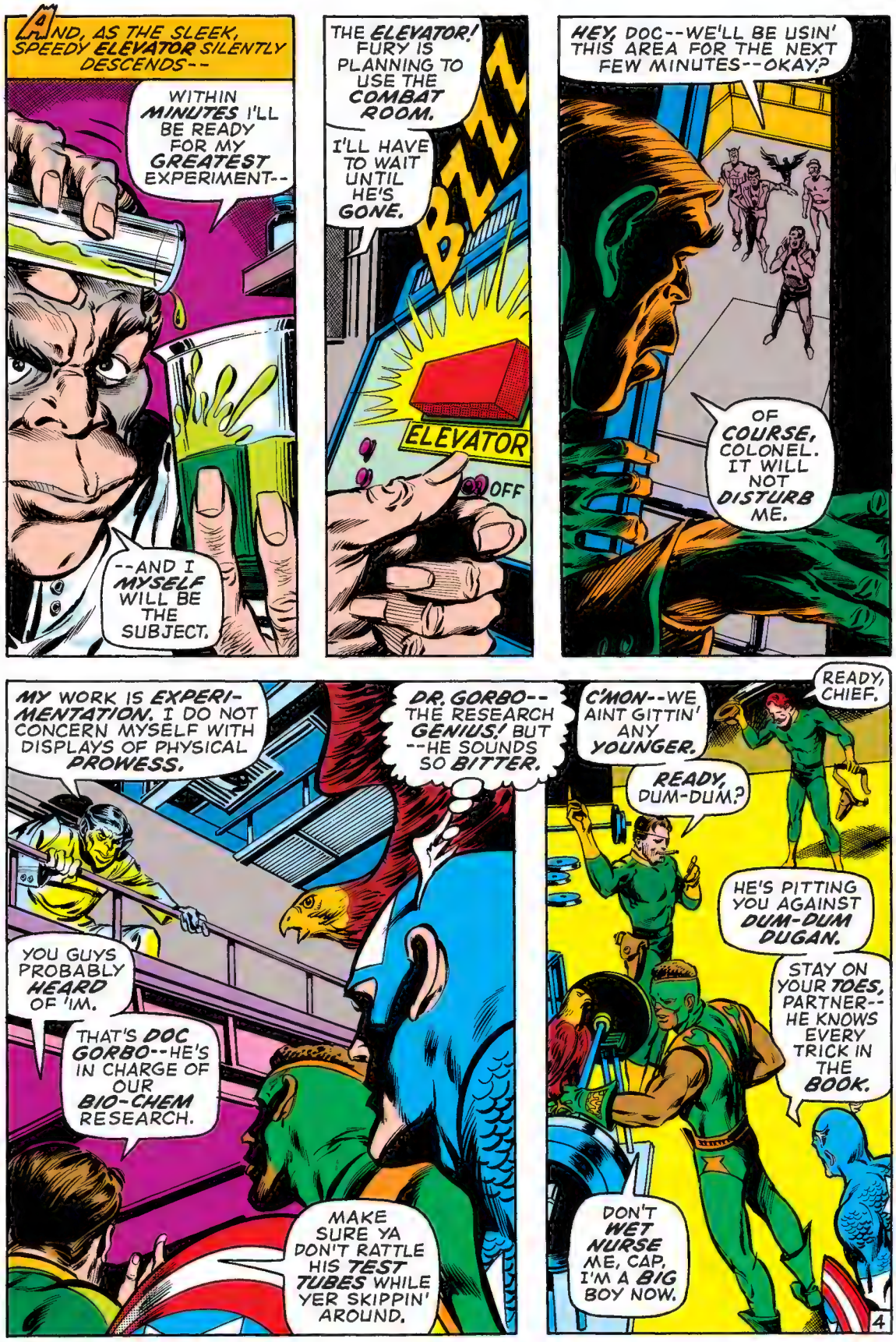
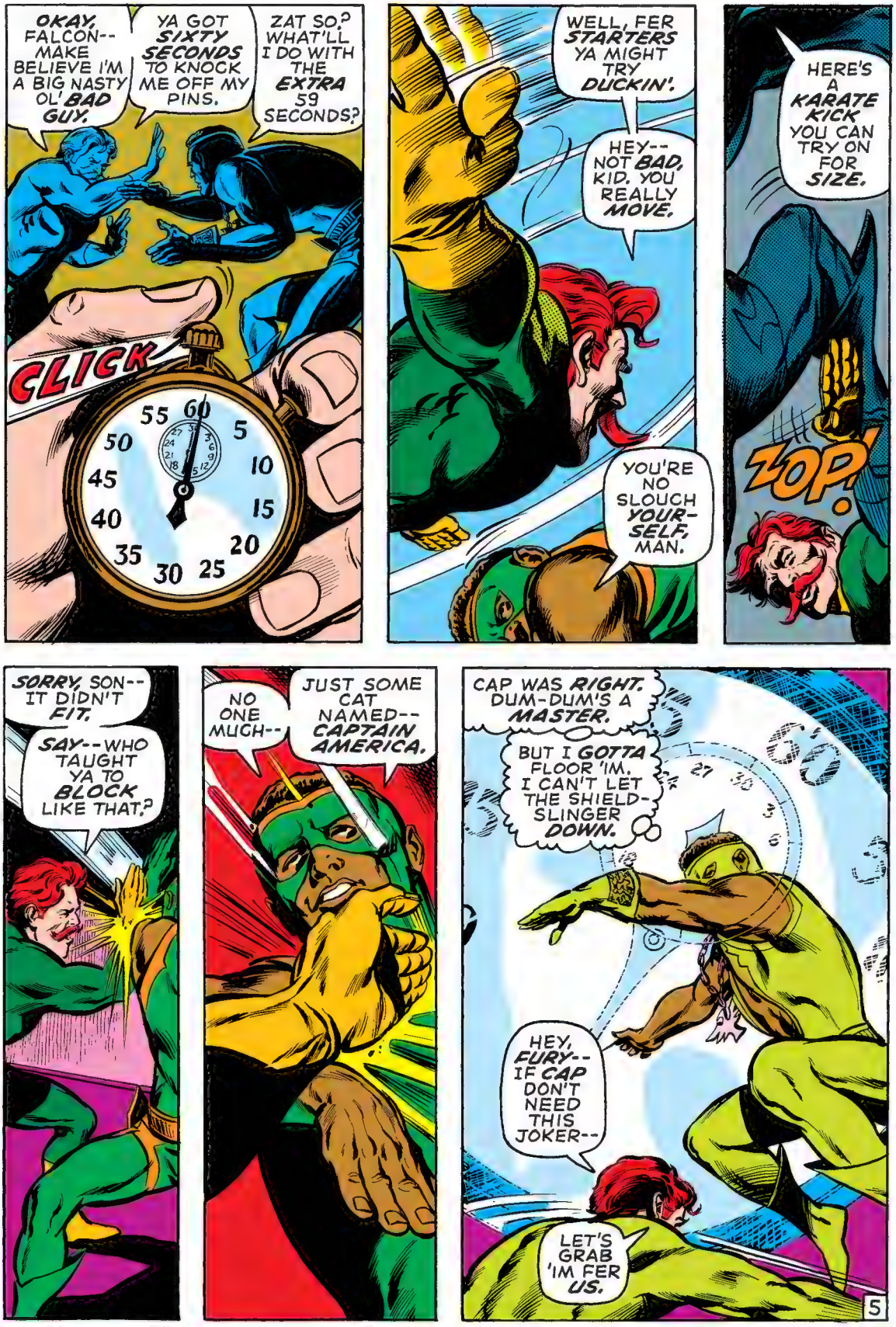
THE PLACE: SHIELD HQ! THE SUDDEN VISITOR: CAPTAIN AMERICA!
HI, NICK.
WELL, WELL! WILLYA LOOK WHO'S HERE.
WHERE YA BEEN, WING-HEAD?
OH, I'VE MANAGED TO GET AROUND SOME ON MY CYCLE...
BUT I DROPPED BY 'CAUSE I'VE SOMEONE I WANT YOU TO MEET.
YEAH? HOW ABOUT THAT?
YOU KNOW MY TYPE, PAL--CUTE 'N CUDDLY, WITH BIG BLUE EYES.
FORGET IT, NICK. THIS ONE'S SAVAGE AND SULLEN, WITH BULGING BICEPS.
YA CAN'T WIN 'EM ALL, COLONEL.
HE'D HAVE BEEN HERE SOONER, BUT YOUR SECRET DESCENT CHAIR BUTTON SEEMS TO HAVE JAMMED.
AH, HERE HE COMES NOW.
YEAH? I'M ALL A'TWITTER.
THAT'S IT. NOW YOU'VE GOT IT.
JUST KEEP YOUR FINGER ON THE BUTTON.
OKAY, OKAY. BUT IT'LL NEVER REPLACE CONEY ISLAND.
COOL IT, REDWING. IT'S THE END O' THE LINE.
AARK
HEY, CAP, IF ANYONE SAYS HE'S FER THE BIRDS--
--THEY AINT KIDDIN'.
THUNK
2


SAY HELLO TO COLONEL FURY, FALC.
NICK, SHAKE HANDS WITH THE FALCON --MY NEW PARTNER.
PUT IT THERE, MISTER. I HEARD A LOT ABOUTCHA.
IF YER HALF AS GOOD AS CAP SAYS YA ARE, THEN YER TWICE AS GOOD AS YA OUGHTTA BE.
I AINT SO MUCH, COLONEL.
REDWING DOES THE WORK--I TAKE THE CREDIT.
AINT THE WAY I HEARD IT, SON.
HOW'S ABOUT A LITTLE DEMONSTRATION FER THE OL' MAN?
MEBBE THESE GOLDBRICKS AROUND HERE CAN LEARN SOMETHIN'.
HOW ABOUT IT, RED-WING?
SHOULD WE GO INTO OUR ACT?
AARK
THERE YA ARE, GENTS.
YOU HEARD THE BIRD.
CAREFUL, FALC. FURY PLAYS ROUGH.
YEAH? THAT'S HOW I LIKE IT, CAP.
LET'S GO, COLONEL.
HEY--HOW MANY LEVELS DO YOU HAVE DOWN HERE?
DUNNO EXACTLY. NEVER COUNTED 'EM.
BUT SIT TIGHT, MISTER-- WE'RE HEADIN' FER THE COMBAT AREA.
3


AND, AS THE SLEEK, SPEEDY ELEVATOR SILENTLY DESCENDS--
WITHIN MINUTES I'LL BE READY FOR MY GREATEST EXPERIMENT--
--AND I MYSELF WILL BE THE SUBJECT.
THE ELEVATOR! FURY IS PLANNING TO USE THE COMBAT ROOM.
I'LL HAVE TO WAIT UNTIL HE'S GONE.
BZZT
ELEVATOR
OFF
HEY, DOC--WE'LL BE USIN' THIS AREA FOR THE NEXT FEW MINUTES--OKAY?
OF COURSE, COLONEL. IT WILL NOT DISTURB ME.
MY WORK IS EXPERI-MENTATION. I DO NOT CONCERN MYSELF WITH DISPLAYS OF PHYSICAL PROWESS.
DR. GORBO--THE RESEARCH GENIUS! BUT --HE SOUNDS SO BITTER.
YOU GUYS PROBABLY HEARD OF 'IM.
THAT'S DOC GORBO--HE'S IN CHARGE OF OUR BIO-CHEM RESEARCH.
MAKE SURE YA DON'T RATTLE HIS TEST TUBES WHILE YER SKIPPIN' AROUND.
C'MON--WE AINT GITTIN' ANY YOUNGER.
READY, CHIEF.
READY, DUM-DUM?
HE'S PITTING YOU AGAINST DUM-DUM DUGAN.
STAY ON YOUR TOES, PARTNER--HE KNOWS EVERY TRICK IN THE BOOK.
DON'T WET NURSE ME, CAP, I'M A BIG BOY NOW.
4


OKAY, FALCON-- MAKE BELIEVE I'M A BIG NASTY OL' BAD GUY.
YA GOT SIXTY SECONDS TO KNOCK ME OFF MY PINS.
ZAT SO? WHAT'LL I DO WITH THE EXTRA 59 SECONDS?
CLICK
WELL, FER STARTERS YA MIGHT TRY DUCKIN'.
HEY-- NOT BAD, KID. YOU REALLY MOVE.
YOU'RE NO SLOUCH YOURSELF, MAN.
HERE'S A KARATE KICK YOU CAN TRY ON FOR SIZE.
ZOP!
SORRY, SON-- IT DIDN'T FIT.
SAY--WHO TAUGHT YA TO BLOCK LIKE THAT?
NO ONE MUCH--
JUST SOME CAT NAMED-- CAPTAIN AMERICA.
CAP WAS RIGHT. DUM-DUM'S A MASTER.
BUT I GOTTA FLOOR 'IM. I CAN'T LET THE SHIELD-SLINGER DOWN.
HEY, FURY-- IF CAP DON'T NEED THIS JOKER--
LET'S GRAB 'IM FER US.
5

MEANWHILE--
BRAWN--MUSCLES--COMBAT SKILL--THAT'S ALL THOSE BARBARIANS CARE ABOUT--ALL THEY RESPECT.
WHILE I--THE GREATEST BRAIN IN SHIELD AM A LAUGHING STOCK TO THEM.
BUT IT WILL SOON BE DIFFERENT. FAR, FAR DIFFERENT.
EVEN JULIA--THE ONE I LOVE--HAS NO USE FOR ME--NEVER EVEN NOTICES ME.
BUT, WHEN MY EXPERIMENT IS COMPLETE--THE ENTIRE WORLD WILL STAND IN AWE OF DOCTOR GORBO.
NEXT TO ME--EVEN CAPTAIN AMERICA WILL SEEM TO BE--A WEAKLING.
AND, IN STILL ANOTHER SECTION OF SHIELD--
IF ONLY I COULD BE ASSIGNED TO A FIELD UNIT LIKE YOU, SHARON--
I'M SO TIRED OF BEING A GLORIFIED CLERK.
BUT FIELD WORK IS DANGEROUS, JULIA.
THAT'S WHY I JOINED SHIELD. FOR THE EXCITEMENT. AND SO THAT I MIGHT ONE DAY MEET A MAN LIKE YOURS--LIKE CAPTAIN AMERICA.
I--I'M AFRAID HE'S NO LONGER MINE, JULIA. WE--WE'VE AGREED TO DISAGREE.
BUT WHAT ABOUT YOU AND DR. GORBO?
I DON'T KNOW, SHARON. SOMETIMES HE FRIGHTENS ME SO.
OH, LOOK--ON THE SCREEN--
60
30
27
24
21
THE MINUTE IS ALMOST UP.
IT'S NOW OR NEVER.
IF I CAN SHIFT MY WEIGHT IN TIME, AND--I DID IT!
I FLOORED 'IM.
THUMP!
6

AWWK
KNOW SOMETHIN', FALCON?
I'M GLAD WE'RE ON THE SAME TEAM.
WADDAYA SAY, CAP? DID I DO YA PROUD?
NOT BAD, FOR A FLEDGLING, SON.
JUST DON'T PUT THE OLD MAN OUT OF A JOB, HEAR?
WOULD--YOU EXCUSE ME--FOR A MINUTE? THERE'S SOMEONE THAT--I'D LIKE TO TALK TO!
CAP!
HELLO, SHARON.
SPARE A FEW MINUTES--FOR AN OLD FRIEND?
I'M--AFRAID I CAN'T. I'VE GOT TO SCAN THE NEW PROJECT EARTH-DIG.
YOU CAN'T, SHARON? OR--YOU DON'T WANT TO?
PLEASE, STEVE. DON'T MAKE IT ANY MORE DIFFICULT--THAN IT IS.
I--GUESS YOU'RE RIGHT, DEAR.
WHEN YOU HAD TO MAKE A CHOICE--I NEVER COULD COMPETE--WITH SHIELD.
BUT, WE'VE ENOUGH TROUBLE BREWING, WITHOUT ADDING TO OUR WOES--SO LET'S FORGET ABOUT CAP FOR A MOMENT AS WE RETURN TO--DR. GORBO--
THEY'VE GONE. NOTHING CAN STOP ME NOW.
THIS IS THE MOMENT--FOR WHICH I'VE WAITED A LIFETIME.

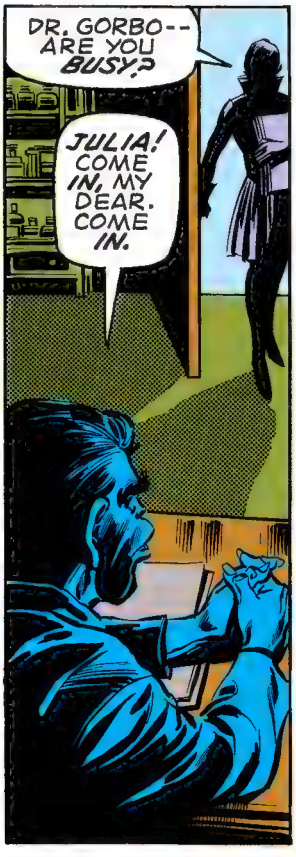
ALL THESE YEARS--ALL THE TIME I'VE LABORED FOR SHIELD--
LITTLE DID THEY DREAM I WAS WORKING FOR MYSELF, AS WELL.
AND NOW-- MY WORK IS FINISHED.
NO LONGER WILL I BE PUNY--SMALL-- NOTHING BUT AN INTELLECTUAL WEAKLING...
NO! ONCE I DRINK THIS SERUM--
--I'LL CHANGE-- AS NO MAN HAS EVER CHANGED BEFORE!
BUT--WAIT! WHAT'S HAPPENING? MY HEARTBEAT--IT'S TOO FAST!
SOMETHING'S WRONG! I--I MUST HAVE-- MISCALCULATED!
EVERYTHING-- IS ACCELERATING --MUCH TOO FAST!
THE SERUM! IT-- IT'S MORE POWERFUL-- THAN I SUSPECTED!
MY HANDS! LOOK AT-- MY HANDS!!
I'M GROWING-- EVERY FIBRE OF MY BEING IS-- STRETCHING-- EXPANDING--
THE SERUM IS RUNNING WILD--OUT OF CONTROL!
WHAT'S HAPPENING TO ME? WHAT AM I TURNING INTO? WHAT HAVE I-- BECOME??

I INTENDED--TO INCREASE MY STRENGTH--TO GAIN A MORE POWERFUL PHYSIQUE--
I CREATED A SERUM--OUT OF THE BLOOD CELLS OF A CAPTIVE APE...
IT WAS SUPPOSED TO GIVE ME NEW POWER-- BUT--NOT THIS--
NOT THIS!!
NOT THIS!
I'VE BECOME-- A MONSTER-- A VERITABLE KING KONG-- WHILE RETAINING MY HUMAN BRAIN!
THE ANTIDOTE! WHERE DID I PUT THE ANTIDOTE??

I FOUND IT!
I HAVE TO TAKE IT-- FAST-- BEFORE THE CHANGE BECOMES-- PERMANENT!
FORMULA 001

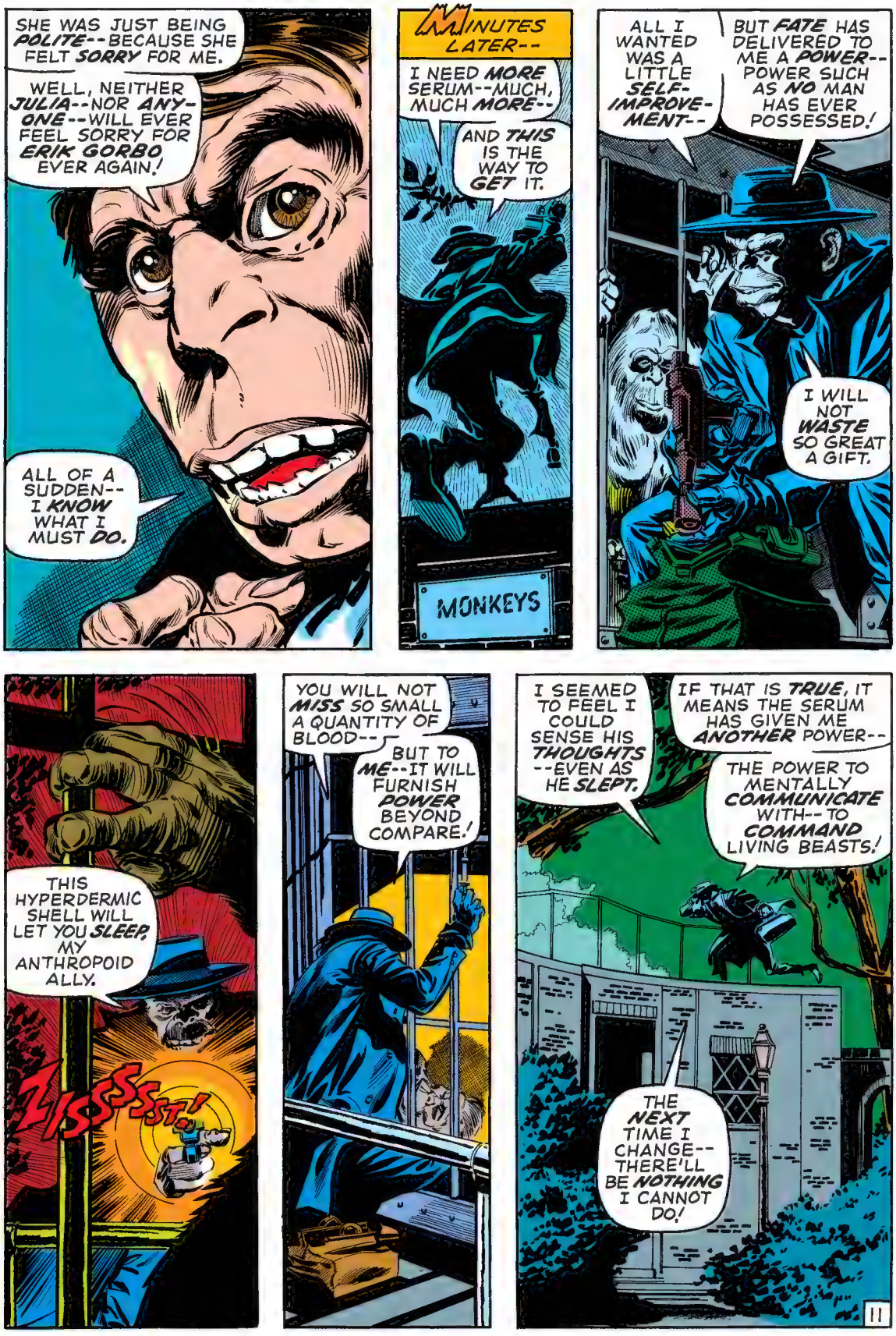
SECONDS LATER--
POOR DR. GORBO. SOMETIMES I THINK HE MUST BE AS LONELY-- AS DISCONTENTED AS I AM.
AND YET, I'M ALWAYS PUTTING HIM DOWN.
HE'S ALWAYS TRIED TO BE FRIENDLY WITH ME.
WHY DON'T I STOP IN AND VISIT WITH HIM FOR A WHILE?

I'LL LEAVE THESE REPORTS --ABOUT PROJECT EARTH DIG-- WITH HIM.
HE MIGHT ENJOY STUDY-ING THEM.


DR. GORBO-- ARE YOU BUSY?
JULIA! COME IN, MY DEAR. COME IN.

I THOUGHT YOU'D BE INTERESTED IN THIS EARTH DIG MATERIAL.
I'D BE INTERESTED IN ANYTHING--THAT YOU WERE KIND ENOUGH TO BRING ME.
WHY, THANK YOU, KIND SIR.
BUT YOU SEEM SO--PRE-OCCUPIED--

I SHOULDN'T HAVE BARGED IN THIS WAY. I PROBABLY INTERRUPTED YOU WHILE YOU WERE DEEP IN THOUGHT. --I'M SORRY.
NO--NO-- IT'S ALL RIGHT. COME BACK --PLEASE-- COME BACK.
ACTUALLY, I REALLY MUST GO NOW. GOOD NIGHT, DOCTOR.

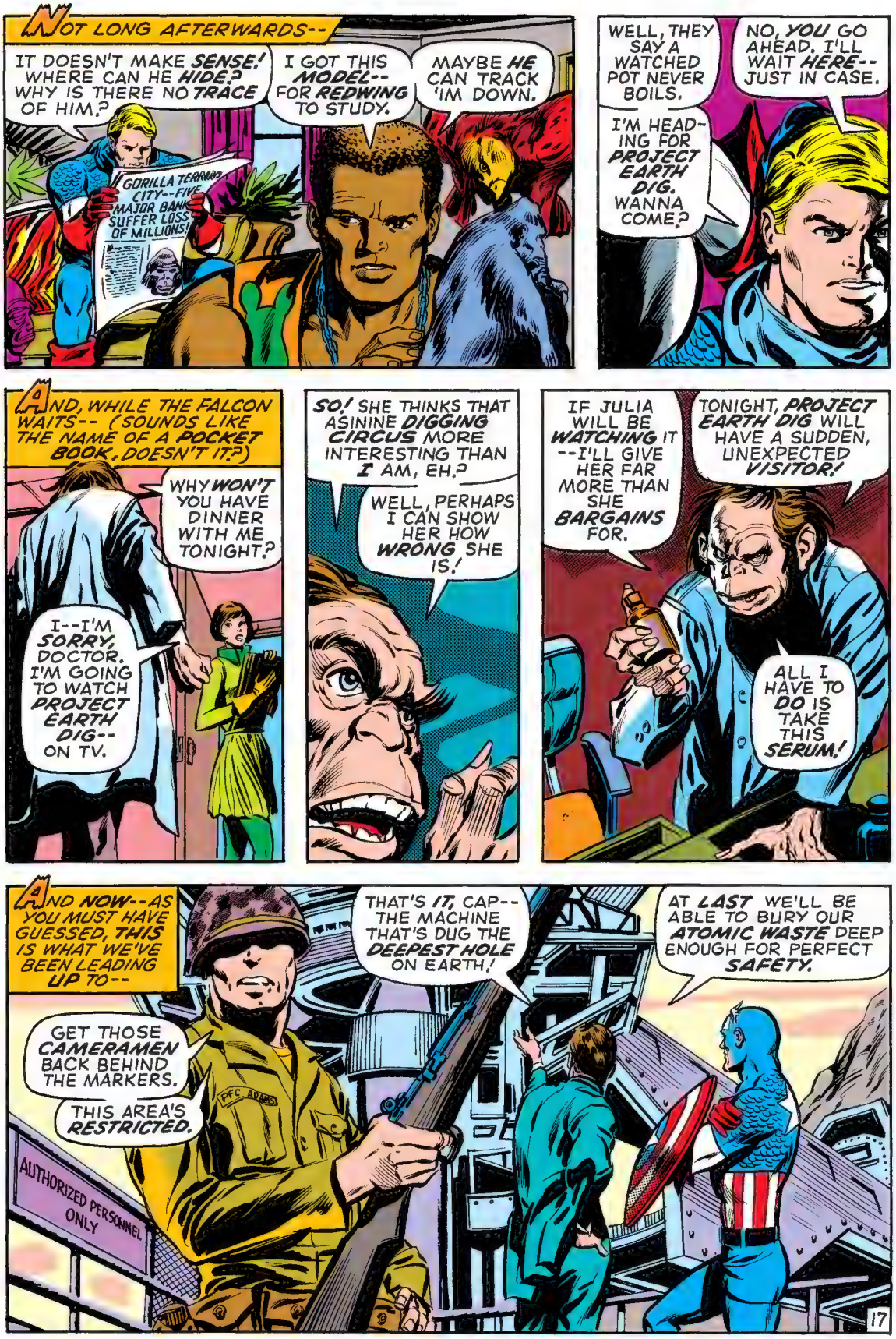

SHE WAS JUST BEING POLITE--BECAUSE SHE FELT SORRY FOR ME.
WELL, NEITHER JULIA--NOR ANY-ONE--WILL EVER FEEL SORRY FOR ERIK GORBO EVER AGAIN!
ALL OF A SUDDEN--I KNOW WHAT I MUST DO.
MINUTES LATER--
I NEED MORE SERUM--MUCH, MUCH MORE--
AND THIS IS THE WAY TO GET IT.
MONKEYS
ALL I WANTED WAS A LITTLE SELF-IMPROVE-MENT--
BUT FATE HAS DELIVERED TO ME A POWER--POWER SUCH AS NO MAN HAS EVER POSSESSED!
I WILL NOT WASTE SO GREAT A GIFT.
THIS HYPERDERMIC SHELL WILL LET YOU SLEEP, MY ANTHROPOID ALLY.
ZISSSST!
YOU WILL NOT MISS SO SMALL A QUANTITY OF BLOOD--
BUT TO ME--IT WILL FURNISH POWER BEYOND COMPARE!
I SEEMED TO FEEL I COULD SENSE HIS THOUGHTS--EVEN AS HE SLEPT.
IF THAT IS TRUE, IT MEANS THE SERUM HAS GIVEN ME ANOTHER POWER--
THE POWER TO MENTALLY COMMUNICATE WITH--TO COMMAND LIVING BEASTS!
THE NEXT TIME I CHANGE--THERE'LL BE NOTHING I CANNOT DO!
11

A FEW DAYS LATER--
SAY, COLONEL--HAVE YOU SEEN ANYTHING OF GORBO LATELY?
NO. HE'S BEEN KEEPIN' HIMSELF COOPED UP IN HIS LAB.
JULIA THINKS HE'S BONIN' UP ON PROJECT EARTH DIG.
WELL, IF THAT'S HOW HE GITS HIS KICKS--
BUT, ERIK GORBO'S THOUGHTS ARE FAR FROM PROJECT EARTH DIG--AS WE CAN PLAINLY SEE--
NOW THAT I KNOW THE ANTIDOTE WORKS PERFECTLY, I'VE NOTHING TO FEAR.
I CAN RETURN TO NORMAL ANY TIME I WISH.
12
BUT, ONCE I'VE MADE THE CHANGE--ONCE I'VE DRUNK THE SERUM--
I'LL HAVE FOUND THE WORLD'S GREATEST HIDING PLACE!
WHO WOULD EVER THINK TO SEARCH FOR DR. GORBO--
--IN THE BODY OF-- A MONSTER?!!
13

NOW TO TEST MY NEW-FOUND PROWESS --ON THE HELPLESS WORLD OUTSIDE.
NO MATTER WHAT I DO--WHAT CRIME I MAY COMMIT--
I'LL NEVER BE CAUGHT--NEVER EVEN BE SUSPECTED!
WHILE THEY'RE SEARCHING FOR A MONSTER APE--THE PUNY DR. GORBO CAN ENJOY HIS SPOILS WITHOUT A MOMENT'S WORRY!
I NEED NO DOORS, WHEN I CAN BREAK THRU SOLID STONE--AND STEEL!
KRRAK!
I'LL STORE MY EASILY-GOTTEN GAINS WITHIN THIS BAG, AND--
WAIT! THERE BELOW--A GIRL WITH A DOG...
A CHANCE FOR ME TO TEST MY POWER.
PRINCE--WAIT! WHERE--WHERE ARE YOU GOING?
IT WORKED! I HAD ONLY TO THINK A COMMAND.
BUT NOW, A MORE IMPORTANT MATTER.
RAK
BREAKING THE WINDOW WILL PROBABLY ACTIVATE AN ALARM--
--WHICH COULDN'T BOTHER ME LESS!
KRASH
14

HOW CAN MERE POLICEMEN STOP A CREATURE WHO CAN RIP OPEN A VAULT BARE-HANDED?
AN APE! IT'S A GIANT APE!
BUT SOMEONE MUSTA TRAINED 'IM--
LOOK HOW HE'S USING THE VAULT DOOR--LIKE A SHIELD!
HARRY! LOOK OUT BEHIND YOU!
EVERY MUTT IN TOWN IS ON THE RUN!
RUF
RUF
BARK
I--DON'T GET IT! IT'S LIKE--THEY'RE HELPIN' HIM!
BANK ROBBERS WE CAN FIGHT! B-BUT THIS--!!
YA GOTTA REACH THE PHONE!
WE NEED HELP-- LOTS OF IT!
NO, I AINT PUTTIN' YA ON! A KING-SIZE GORILLA JUST ROBBED THE STATE NATIONAL!
AND HALF THE DOGS IN TOWN CAME TO HELP 'IM!
LATER, AS THE EVENING NEWS IS TELECAST--
THE POLICE ARE BAFFLED. IMPOSSIBLE AS IT SEEMS FOR A BEAST THAT LARGE TO FIND A HIDING PLACE--
NO TRACE OF HIM HAS YET BEEN FOUND!

WELL, FALC--BIG GAME HUNTING ISN'T EXACTLY OUR LINE, BUT--
I READ YA, PARTNER. LET'S GO.
TWO NIGHTS LATER--
I FIGURED IF WE SEARCHED LONG ENOUGH--
LOOK AT THE SIZE OF HIM!
WHAT'S HE GOT IN THAT BAG?
WHY DON'T WE FIND OUT?
CAPTAIN AMERICA-- AND THE FALCON!
HOW COULD THEY SUSPECT I HAVE MY CLOTHES WITHIN THIS BAG?
--TO FACILITATE MY ESCAPE.
BUT, NO NEED FOR ME TO BATTLE THEM MYSELF...
A PACK OF DOGS-- ATTACKING US!
IT'S AS THOUGH THEY CAME TO HELP HIM--BY DISTRACTING US!
DON'T WANNA HURT THEM. MY SHIELD'LL PROTECT US.
THE GORILLA ESCAPED--AND NOW THEY'RE RUNNING OFF...
AS IF THEY KNOW HE DOESN'T NEED 'EM ANY MORE!
16


NOT LONG AFTERWARDS--
IT DOESN'T MAKE SENSE! WHERE CAN HE HIDE? WHY IS THERE NO TRACE OF HIM?
I GOT THIS MODEL-- FOR REDWING TO STUDY.
MAYBE HE CAN TRACK 'IM DOWN.
GORILLA TERRORS CITY--FIVE MAJOR BANKS SUFFER LOSS OF MILLIONS!
WELL, THEY SAY A WATCHED POT NEVER BOILS.
NO, YOU GO AHEAD. I'LL WAIT HERE-- JUST IN CASE.
I'M HEADING FOR PROJECT EARTH DIG. WANNA COME?
AND, WHILE THE FALCON WAITS-- (SOUNDS LIKE THE NAME OF A POCKET BOOK, DOESN'T IT?)
WHY WON'T YOU HAVE DINNER WITH ME TONIGHT?
I--I'M SORRY, DOCTOR. I'M GOING TO WATCH PROJECT EARTH DIG-- ON TV.
SO! SHE THINKS THAT ASININE DIGGING CIRCUS MORE INTERESTING THAN I AM, EH.?
WELL, PERHAPS I CAN SHOW HER HOW WRONG SHE IS!
IF JULIA WILL BE WATCHING IT --I'LL GIVE HER FAR MORE THAN SHE BARGAINS FOR.
TONIGHT, PROJECT EARTH DIG WILL HAVE A SUDDEN, UNEXPECTED VISITOR!
ALL I HAVE TO DO IS TAKE THIS SERUM!
AND NOW--AS YOU MUST HAVE GUESSED, THIS IS WHAT WE'VE BEEN LEADING UP TO--
GET THOSE CAMERAMEN BACK BEHIND THE MARKERS.
THIS AREA'S RESTRICTED.
PFC. ADAMS
AUTHORIZED PERSONNEL ONLY
THAT'S IT, CAP-- THE MACHINE THAT'S DUG THE DEEPEST HOLE ON EARTH!
AT LAST WE'LL BE ABLE TO BURY OUR ATOMIC WASTE DEEP ENOUGH FOR PERFECT SAFETY.

KRAK!
AND, THERE ARE OTHER BENEFITS TO BE DERIVED FROM--
HOLD IT, MISTER! LOOK!
GOOD LORD! A--A GIANT GORILLA!
TAKE COVER! HE'S WRECKING THE SUPER-STRUCTURE!
ARE YOU WATCHING, JULIA?
I DON'T KNOW HOW HE GOT HERE--OR WHY--
BUT I HAVE TO STOP HIM!
THIS PROJECT IS TOO VITAL-- FOR THE SAKE OF ALL MAN-KIND...
IF I CAN GET HIM OFF-- BALANCE --WITH MY SHIELD--!
SPTHWG!
THE COSTUMED BUMBLER! HE THINKS HE'S TOYING WITH A BRAINLESS BEAST!
NO USE! HE BRUSHED IT ASIDE AS THOUGH IT'S A TOY!

I CAN'T BELIEVE HE'S JUST A GIANT FREAK OF NATURE!
THE BANKS HE'S ROBBED-- THE WAY HE'S SABOTAGING THIS PROJECT--
THERE MUST BE A REASON-- SOME EXPLANATION!
HE'S COMING UP AFTER ME.
HE THINKS HE CAN OUTSMART A MERE JUNGLE BEAST!
WHATEVER HE DOES-- IT'S DONE FOR A PURPOSE--
AND I'VE GOT TO LEARN WHAT IT IS!
HE'S THROWING THE CEMENT TOWER TOP AT ME--
HIS AIM-- HIS ACCURACY-- THEY'RE ALMOST HUMAN!
EVEN THOUGH I CAN DODGE IT-- THERE ARE OTHERS BELOW...
IF I CAN JUST DEFLECT IT ENOUGH--
THOP!
IT MISSED THEM-- BY A MATTER OF YARDS!
BUT NOW-- I'M UP HERE ALONE--WITH HIM!
I NEVER INTENDED TO COMMIT MURDER--
BUT I CAN'T PERMIT HIM TO INTERFERE WITH ME!

THE WAY HE LOOKED AT ME--WITH ALMOST HUMAN HATRED IN HIS EYES--
WHERE DOES HE COME FROM? WHAT IS--?
NO TIME FOR QUESTIONS! HE'S ATTACK-ING!
UP HERE--THE ODDS ARE ALL HIS!
IT'S ALL I CAN DO--TO SURVIVE!
THE CABLE! IT--IT CAN'T BEAR HIS WEIGHT--
IT'S STARTING TO SNAP!
NOTHING TO REACH FOR--NOTHING TO HOLD ONTO!
WE'RE FALLING--DIRECTLY INTO THE YAWNING PIT BELOW!
--DOWN INTO THE DEEPEST HOLE ON EARTH!!
NEXT:
WHEN A PLANET MUST DIE!

CAPT. AMERICA
15¢
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CAPTAIN AMERICA
AND
THE FALCON
YOU'RE TOO LATE, CAPTAIN AMERICA!
NOT EVEN THE FALCON CAN SAVE YOU NOW!
THE WORLD YOU HAVE KNOWN IS.. DOOMED!
HE DIES IN THE WORLD BELOW!

CAPTAIN AMERICA, AND THE FALCON™
THE WORLD BELOW
BY
STAN LEE, WRITER
GENE COLAN, ILLUSTRATOR
BILL EVERETT, EMBELLISHER
ARTIE SIMEK, WRITER
A SAGA OF MIND-STAGGERING SUSPENSE!
WE'RE FALLING! NOTHING CAN SAVE US!
LAST ISSUE WE SAW CAP LOCKED IN BATTLE WITH A GIGANTIC GORILLA, AS BOTH OF THEM PLUNGED DOWN DOWN DOWN TOWARD THE UNSEEN BOTTOM OF THE VERY DEEPEST HOLE MAN HAS DUG UPON THE PLANET EARTH! JOIN US NOW AS WE SUBTLY CLUE YOU IN IF YOU CAME IN LATE AS WE SEE WHAT HAPPENS--DOWN IN THE WORLD BELOW--!
514 Z

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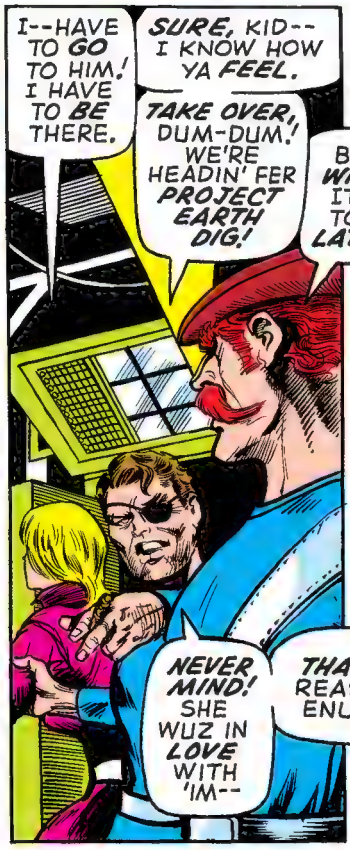
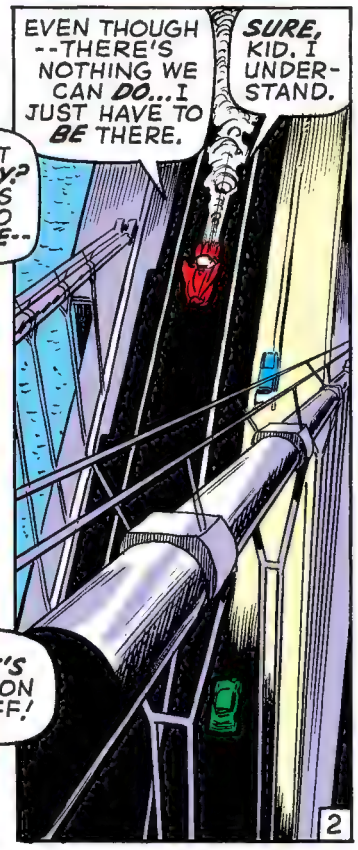
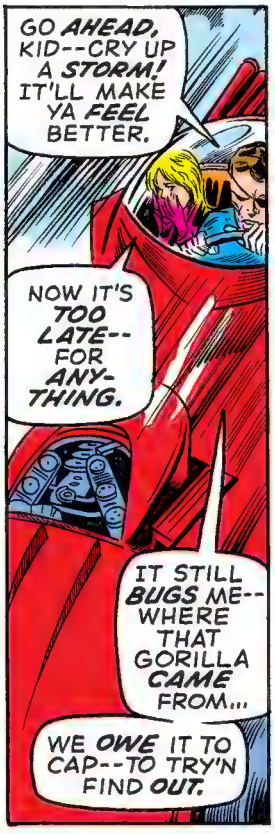
CAPTAIN AMERICA IS AS GOOD AS DEAD.
WHAT A TRAGIC START FOR PROJECT EARTH DIG.
HIM AND THE GORILLA-- WENT TUMBLIN' DOWN TOGETHER!
WE FINALLY COMPLETED THE WORLD'S DEEPEST HOLE--
SO THAT WE'D HAVE A PLACE TO BURY OUR DEADLY RADIO-ACTIVE WASTE.
BUT NOW-- IT'S BECOME A BOTTOM-LESS TOMB --FOR CAPTAIN AMERICA.

MEANWHILE, IN FRONT OF THE LARGE-SCREEN TV AT SHIELD HQ--
IF ONLY SHARON HADN'T SEEN IT!
HE'S GONE! POOR STEVE IS-- GONE!
I CAN'T BELIEVE IT-- I CAN'T!


I--HAVE TO GO TO HIM! I HAVE TO BE THERE.
SURE, KID-- I KNOW HOW YA FEEL.
TAKE OVER, DUM-DUM! WE'RE HEADIN' FER PROJECT EARTH DIG!
BUT WHY? IT'S TOO LATE--
NEVER MIND! SHE WUZ IN LOVE WITH 'IM--
THAT'S REASON ENUFF!


EVEN THOUGH --THERE'S NOTHING WE CAN DO... I JUST HAVE TO BE THERE.
SURE, KID. I UNDER-STAND.

ONLY CAP--WOULD HAVE BEEN SO FOOLISH--SO RECKLESSLY, WONDERFULLY FOOLISH--
TO RISK HIS LIFE--BATTLING A GIANT GORILLA--SINGLE-HANDED.
IF ONLY--THERE HAD BEEN TIME--TO TALK TO HIM--
TO TELL HIM HOW I LOVED HIM, BEFORE--BEFORE--


GO AHEAD, KID--CRY UP A STORM! IT'LL MAKE YA FEEL BETTER.
NOW IT'S TOO LATE--FOR ANY-THING.
IT STILL BUGS ME--WHERE THAT GORILLA CAME FROM...
WE OWE IT TO CAP--TO TRY'N FIND OUT.

PROJECT EARTH DIG--THERE IT IS.
I WISH WE COULD'A BEEN HERE--SOONER.

THERE'S THE FALCON! WHY DIDN'T HE HELP?
EASY, SHARON! HE JUST GOT HERE.
FURY! I FIGURED YOU'D COME RUNNIN'.
BUT YOU'RE TOO LATE--JUST LIKE ME.

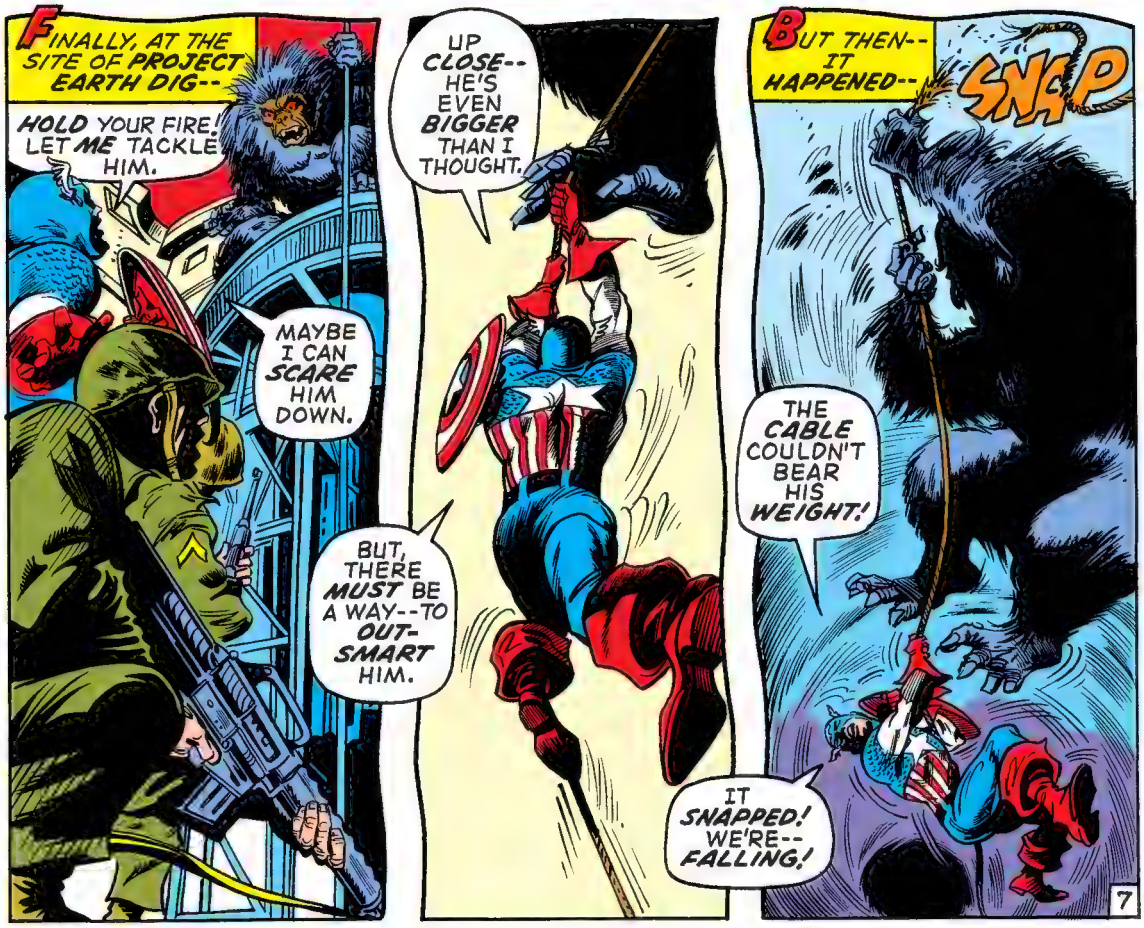
I WANTED TO COME HERE WITH CAP--BUT HE TOLD ME TO REMAIN IN THE CITY--IN CASE THE GORILLA SHOWED UP.
IF ONLY I HAD KNOWN HE WOULD SHOW UP--HERE--WHILE CAP WAS ALL ALONE.
NONE OF US--COULD HAVE KNOWN.
BUT MAYBE IT'S NOT TOO LATE.

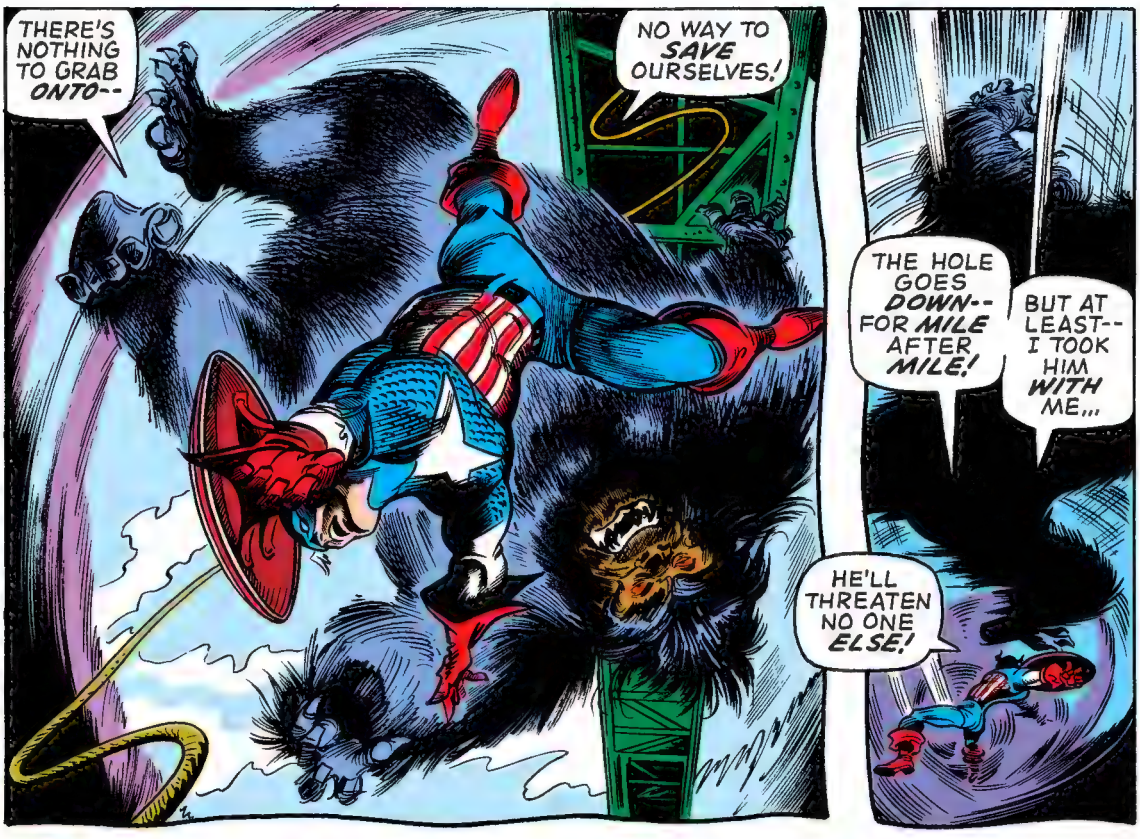
DON'T BE A FOOL, FALCON! NOBODY COULD FALL DOWN A HOLE MILES DEEP--AND STILL SURVIVE!
SORRY TO BE SO BLUNT-- BUT WE HAVE TO FACE THE FACTS!
CAPTAIN AMERICA IS-- DEAD.
BUT WHAT IF HE MANAGED TO CLING TO SOMETHING? WHAT IF HE GOT A HAND-HOLD?
IMPOSSIBLE, MY BOY! THE WALLS ARE AS SMOOTH AS GLASS.
THERE'S NO WAY HE COULD HAVE SAVED HIMSELF.
NO--NO! I--DON'T WANT TO HEAR ANY MORE.
POOR KID! IT'S TOUGHER FOR HER-- THAN ANYONE.
BUT-- WHERE'S SHE GOING?
SHARON, TAKE IT EASY! COME AWAY FROM THE EDGE.
I KNOW WHAT YOU'RE THINKING OF --BUT THERE'S NOTHING YOU CAN DO.
DON'T FORGET-- I'M THE ONE WHO WAS HIS PARTNER.
BUT IF THERE'S A CHANCE--ONE SINGLE CHANCE THAT HE'S STILL ALIVE DOWN THERE--
KNOCK IT OFF--BOTH OF YA! COMMITTIN' SUICIDE AINT GONNA BRING 'IM BACK.
AND IT'S SUICIDE TO TRY'N MAKE IT DOWN THAT HOLE!
BACK OFF, FURY! GET YOUR HAND OFFA ME.
4

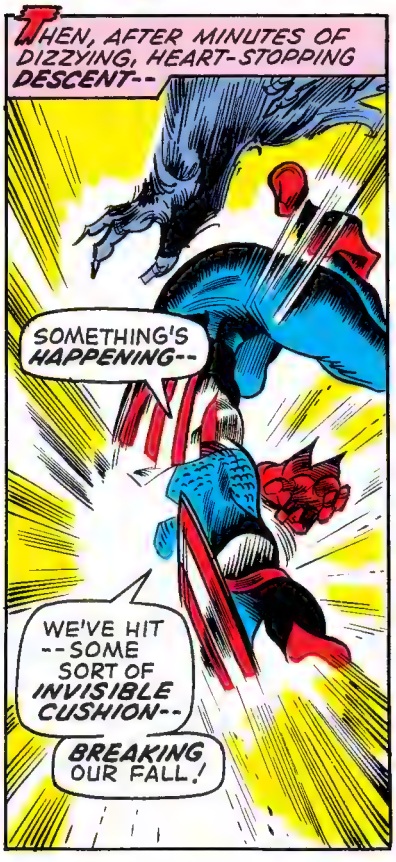
DON'T TRY'N PUSH YER WEIGHT AROUND WITH ME, MISTER.
I GOT ME A WHOLE SHIELD PLATOON--JUST ITCHIN' FER A FIGHT.
SORRY, COLONEL! FORGET IT, HUH?
SURE, SON.! I KNOW HOW IT FEELS--TO LOSE A BUDDY.
I WUZ JUST TRYIN' TO LOOK AFTER YA--
LIKE CAP WOULDA WANTED.
GOWAN HOME! GIT SOME SHUT-EYE.
HOW CAN YOU TAKE THIS SO CALMLY, COLONEL?
SURE, KID--BUT CRYIN' AINT MY STYLE.
STEVE WAS--YOUR FRIEND, TOO.
BUT IT'S TOO RISKY--FER HER TO TAG ALONG WITH 'IM.
IF THAT GORILLA'S ALIVE DOWN THERE--
I CAN'T LET ON THAT I WANTED HER AWAY FROM THE FALCON--'CAUSE I'M GUESSIN' HE'S GOIN' AFTER CAP.
NUTS! IF ONLY I KNEW WHERE IT CAME FROM.
WE CAN'T TELL COLONEL FURY--BUT IF YOU MISSED LAST ISH, WE CAN TELL YOU THE SECRET OF THE GIANT GORILLA--
MEET DR. ERIK GORBO, A LESS-THAN-HANDSOME SCIENTIST, WHO WORKED FOR SHIELD--
NO LONGER WILL I BE A PUNY, UGLY, INTELLECTUAL WEAKLING--
IF MY EXPERIMENT SUCCEEDS, THE ENTIRE WORLD WILL BE MINE...
AND NEVER AGAIN WILL THE LOVELY JULIA SPURN ME.

AND THIS, OF COURSE, IS THE LOVELY JULIA--
POOR DR. GORBO! I FEEL SO SORRY FOR HIM.
HE THINKS IT'S JUST HIS LOOKS THAT TURN ME OFF.
BUT, EVEN IF HE WERE THE GROOVIEST--
HE'D STILL BE TOO UPTIGHT.
LOOKS AS THOUGH HE'S WORKING LATE TONIGHT.
I WONDER WHAT HE'S DREAMING UP?
ALL THESE YEARS WHEN I LABORED FOR SHIELD--
LITTLE DID THEY SUSPECT MY REAL INTENTIONS.
AND NOW --MY WORK IS FINISHED.
ONCE I DRINK THIS SERUM--I'LL CHANGE--
--AS NO MAN HAS EVER CHANGED BEFORE!
NOTHING CAN STOP ME NOW!
BUT WAIT! SOMETHING'S WRONG! I-- CAN FEEL IT...
MY HANDS! LOOK AT--MY HANDS!
THE SERUM-- WAS MUCH MORE POWERFUL-- THAN I SUSPECTED!
I'M GROWING! EVERY FIBRE OF MY BEING IS--STRETCHING-- EXPANDING!
WHAT'S HAPPENING TO ME? WHAT HAVE I TURNED INTO?
THE SERUM IS RUNNING WILD-- OUT OF CONTROL--
--WHAT-- HAVE I BECOME???
6

HE BECAME A MONSTER--A VERITABLE KING KONG--BUT WITH A HUMAN BRAIN! HE PLUNDERED AND TERRIFIED THE CITY--BUT ALWAYS HAD A PERFECT HIDING PLACE--
DAILY NEWS
GORILLA TERRORIZES CITY!
--FOR HE WAS ABLE TO CHANGE--TO RETURN TO THE HUMAN BODY OF DR. ERIK GORBO!
BANKS LOSE MILLIONS!

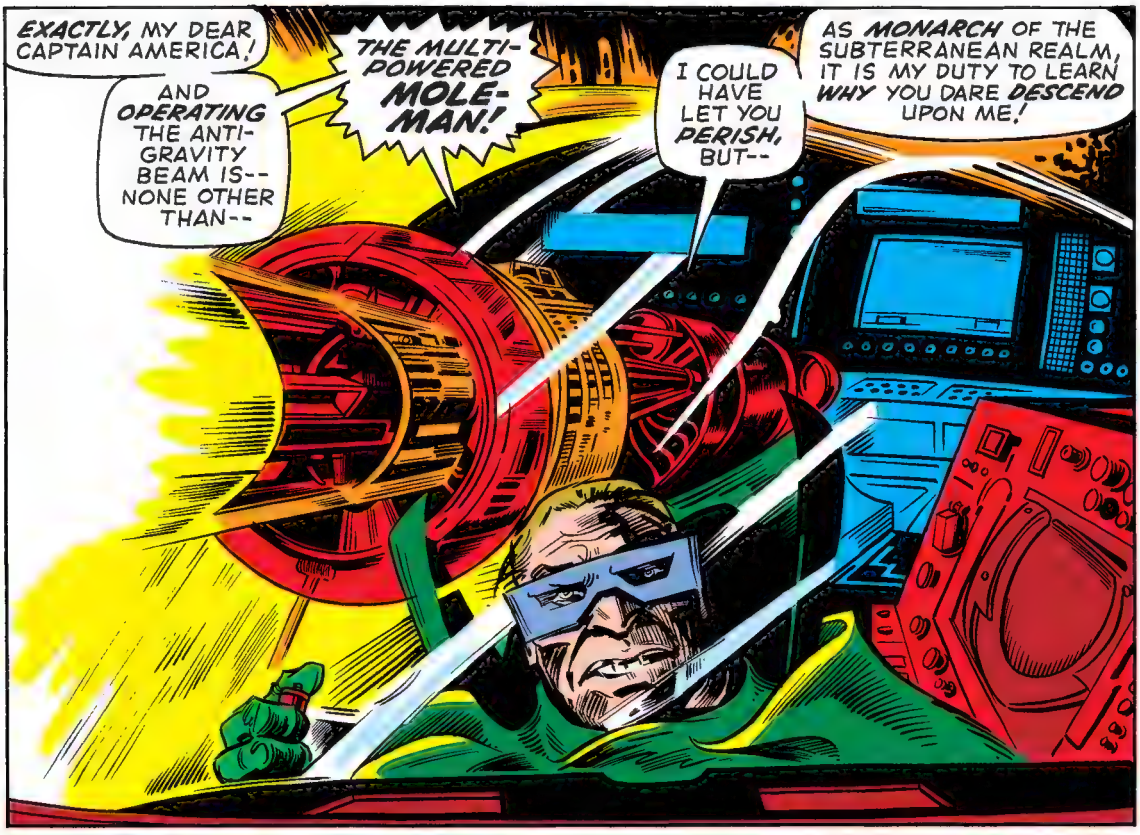

FINALLY, AT THE SITE OF PROJECT EARTH DIG--
HOLD YOUR FIRE! LET ME TACKLE HIM.
MAYBE I CAN SCARE HIM DOWN.
BUT, THERE MUST BE A WAY--TO OUT-SMART HIM.
UP CLOSE--HE'S EVEN BIGGER THAN I THOUGHT.
BUT THEN--IT HAPPENED--
SNAP
THE CABLE COULDN'T BEAR HIS WEIGHT!
IT SNAPPED! WE'RE--FALLING!
7


THERE'S NOTHING TO GRAB ONTO--
NO WAY TO SAVE OURSELVES!
THE HOLE GOES DOWN-- FOR MILE AFTER MILE!
BUT AT LEAST-- I TOOK HIM WITH ME...
HE'LL THREATEN NO ONE ELSE!


THEN, AFTER MINUTES OF DIZZYING, HEART-STOPPING DESCENT--
SOMETHING'S HAPPENING--
WE'VE HIT --SOME SORT OF INVISIBLE CUSHION--
BREAKING OUR FALL!

AM I IMAGINING IT?
WE SEEM TO BE FALLING-- IN SLOW MOTION!
WHAT IF WE'VE ALREADY HIT BOTTOM?
MAYBE-- THIS IS HOW IT FEELS-- TO DIE!

THERE'S A LIGHT-- SHINING FROM BELOW!
SOME SORT OF BEAM-- THAT'S MAKING US FLOAT!


EXACTLY, MY DEAR CAPTAIN AMERICA!
AND OPERATING THE ANTI-GRAVITY BEAM IS-- NONE OTHER THAN--
THE MULTI-POWERED MOLE-MAN!
I COULD HAVE LET YOU PERISH, BUT--
AS MONARCH OF THE SUBTERRANEAN REALM, IT IS MY DUTY TO LEARN WHY YOU DARE DESCEND UPON ME!

SINCE THE SURFACE-MEN HAVE DUG A HOLE DIRECTLY ABOVE MY KINGDOM--
I HAVE CAREFULLY MONITORED THE ENTIRE OPERATION!
THUS, I SAW YOUR PLUNGE-- AND I CHOSE TO ACT!

YOU NEED NOT WORRY ABOUT THE GIANT BEAST--
MY BEAM CONTAINED A TRANQUILLIZER MIST TO KEEP HIM PEACEFUL-- FOR THE NEXT FEW MINUTES.
BUT-- WHAT ABOUT YOU?
I AM NOT SO EASY TO SUBDUE.

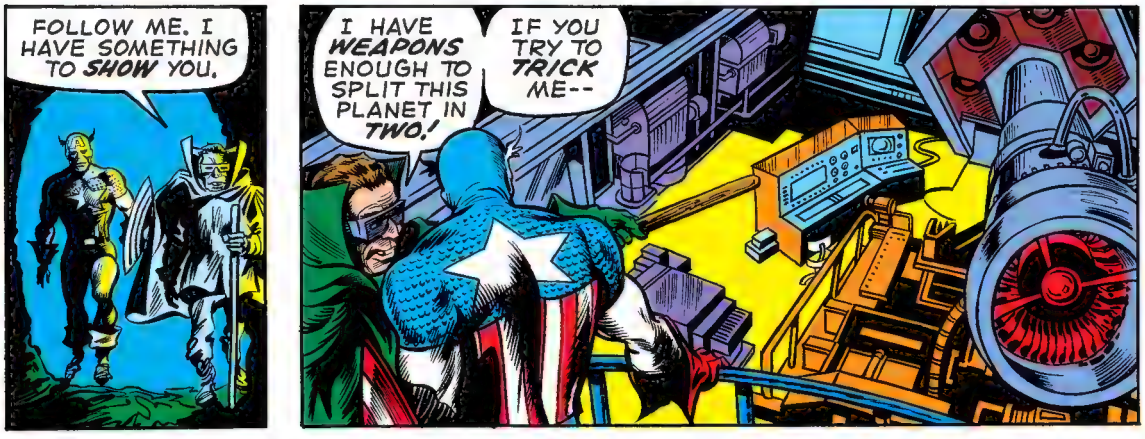
BUT, DO NOT WORRY-- I MEAN YOU NO HARM.
TOO MANY TIMES HAVE I ATTEMPTED TO INVADE THE SURFACE WORLD--AND TOO MANY TIMES BEEN BEATEN!
NOW, I ONLY SEEK TO LIVE IN PEACE.
THEN-- WE HAVE THAT IN COMMON.
THE FOOLS! NEITHER SUSPECTS THAT I POSSESS A HUMAN BRAIN!
EVEN NOW I FEEL THE TRANQUILLIZER WEARING OFF--
WHAT I FAILED TO DO UPON THE SURFACE-- I'LL ACCOMPLISH WITH EASE DOWN HERE!
BUT I MUST BE CAUTIOUS! THE MOLE MAN COMMANDS AN ARMY!
AND YET--I'LL KNOW THE WAY TO HANDLE HIM...
FOR, IN MANY WAYS --HE RESEMBLES ME!
ACCORDING TO THE LEGENDS, HE TOO WAS SHUNNED AND RIDICULED--
IMAGINE! EXPECTING ME TO GO OUT WITH AN ITCH LIKE HIM!
"IN FACT, HE WAS MORE TRAGIC THAN I! FOR I FOUND WORK--WHILE HE--"
YES, YES-- I KNOW YOU CAN DO THE JOB.
YOUR APPEARANCE WOULD UPSET OUR OTHER EMPLOYEES! I'M SORRY.
BUT I STILL CAN'T HIRE YOU--
"WHEREVER HE WENT--WHOEVER HE SPOKE TO--IT WAS ALWAYS THE SAME--
LOOK AT THAT FACE! IT MUST BE HALLOWEEN!
"YES, IF ANYONE KNOWS HOW HE MUST HAVE FELT-- ERIK GORBO DOES!"

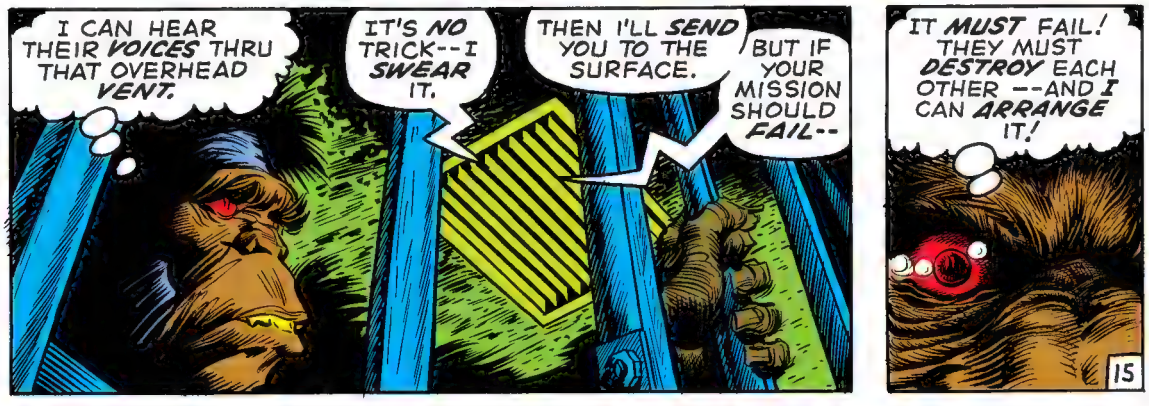
"FINALLY, HE COULD BEAR NO MORE! HE SET OUT TO FIND A PLACE--A LAND--WHERE NONE WOULD SCOFF AT HIM--NONE WOULD RIDICULE HIM--"
"HE JOURNEYED FAR AND WIDE, GETTING FURTHER AND FURTHER FROM HIS MOCKING FELLOW MEN--"
"AND THEN, ONE DAY--
"--THE TINY SAILING SHIP HE HAD CHARTERED WAS BUFFETED BY A VIOLENT STORM--"
"--CASTING THE LONELY, TORMENTED WANDERER UPON A STRANGE, UNCHARTERED ISLE--"
I DON'T KNOW WHERE I AM! IT'S NOT ON ANY MAP.
YET, SOMEHOW I FEEL--
I'VE FOUND MY GOAL, AT LAST.
"LEGENDS VARY WITH THE TELLER. NO ONE KNOWS EXACTLY HOW IT HAPPENED, BUT SOMEHOW OR OTHER HE MUST HAVE FOUND A HIDDEN CAVERN--"
THIS TUNNEL! I'VE GOT TO FOLLOW IT--SEE WHERE IT LEADS.
"IT MUST HAVE TAKEN WEEKS--MONTHS--BUT HE WAS LIKE A MAN POSSESSED...UNTIL, FINALLY--"
NO MATTER HOW FAR I GO--IT GETS DEEPER--DEEPER.
I MUST BE MILES BENEATH THE SURFACE OF EARTH BY NOW--
--AND THERE'S STILL NO END IN SIGHT.

"AND SO HE CONTINUED--DIGGING, STUMBLING, CLAWING, FALLING--BUT NEVER STOPPING--"
"AS THE CAVERN GREW DEEPER, THE DESCENT BECAME MORE DANGEROUS--MORE FRAUGHT WITH PERIL--"
"ANOTHER MAN MIGHT HAVE STOPPED--MIGHT HAVE TURNED BACK!"
"BUT NOT HIM! HE HAD TO CONTINUE--"
"FOR HE HAD NOTHING TO TURN BACK TO."
"FINALLY, HE REACHED THE BOTTOM! HE REACHED THE CORE OF EARTH! BUT, HE PAID A TERRIBLE PRICE FOR HIS TRIUMPH--"
MY EYES! I--I'VE BEEN HERE IN THE DARK SO LONG--
--I CAN BARELY SEE.
I'VE BECOME--LIKE A HUMAN MOLE.
12
"STILL, HE TOOK COMMAND OF A TOTALLY OBEDIENT RACE OF SUBTERRANEANS! HE BECAME ABSOLUTE RULER OF HIS UNDERGROUND WORLD! BUT NOW--I'D BETTER LISTEN TO THEM--"
SPEAK! WHY DID THE SURFACE MEN DIG THE HOLE?
THEY NEED A PLACE TO SAFELY BURY RADIO-ACTIVE WASTE.
NEVER! NOT HERE--NOT IN THE MOLE MAN'S KINGDOM!
I'VE HEARD ENOUGH! IT'S TIME TO ACT!
LOOK OUT! THE GORILLA!
THE TRAN-QUILLIZER! IT WORE OFF!
BUT MY SUBTERRANEANS WILL SUBDUE HIM! WATCH!
GET HIM, MY FEARLESS ONES!
13

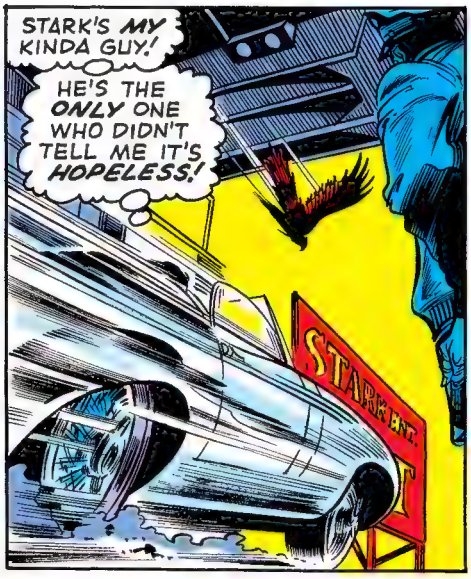
NO ONE CAN BREAK FREE OF OUR SPECIALLY-TREATED BONDS!
THE MORE THE VICTIM STRUGGLES --THE TIGHTER GROWS THE ROPE!
THUS, THE GORILLA'S STRENGTH ACTUALLY WORKS AGAINST HIM!
I'LL LET THEM THINK THEY'VE BEATEN ME.
THEN, AFTER THEY'VE GONE--
ENOUGH!
NOW TO THE CAGE WITH HIM!
THOSE SUBTERRANEANS THEY'RE INCREDIBLE.
THEY'LL FIGHT TO THE DEATH FOR THE MOLE MAN.
AND THERE ARE MILLIONS OF THEM HERE! IF HE EVER ATTACKED US AGAIN--
YOUR TASK IS NOT YET DONE!
NOW-- SEIZE CAPTAIN AMERICA!
IF THE SURFACE MEN PLAN TO DROP DEADLY RADIOACTIVE WASTE DOWN UPON US--IT MEANS WAR!
AND THAT MAKES EVERY SURFACE MAN--OUR ENEMY!
NO! STOP! YOU--DON'T UNDER-STAND!
THEY DON'T KNOW YOU'RE HERE! NO ONE WANTS TO HARM YOUR LAND!
BUT WHY SHOULD I BELIEVE YOU?
14

BECAUSE CAPTAIN AMERICA DOESN'T LIE!
AND MANKIND IS SICK OF WAR!
NOTHING IS WORTH FIGHTING FOR-- EXCEPT FREEDOM --AND JUSTICE!
WORDS! ALL YOU MOUTH ARE EMPTY WORDS!
BUT I CAN PROVE WHAT I SAY!
CALL OFF YOUR SUBTER-RANEANS--
SEND ME TO THE SURFACE--LET ME EXPLAIN TO THEM UP THERE--
THEY'LL ABANDON PROJECT EARTH DIG--OR, AT LEAST, DO IT ELSE-WHERE!
YOU'LL HAVE YOUR CHANCE.

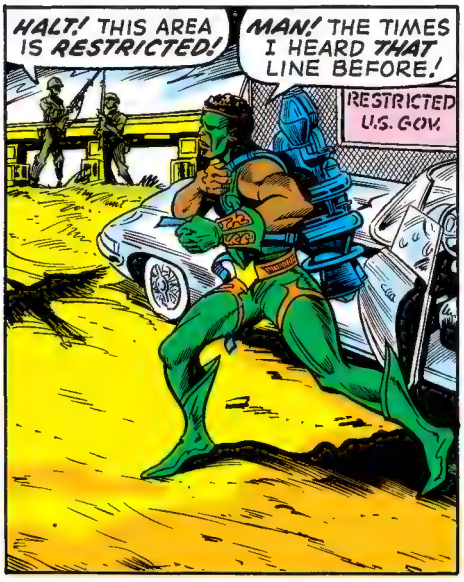

FOLLOW ME. I HAVE SOMETHING TO SHOW YOU.
I HAVE WEAPONS ENOUGH TO SPLIT THIS PLANET IN TWO!
IF YOU TRY TO TRICK ME--


I CAN HEAR THEIR VOICES THRU THAT OVERHEAD VENT.
IT'S NO TRICK--I SWEAR IT.
THEN I'LL SEND YOU TO THE SURFACE.
BUT IF YOUR MISSION SHOULD FAIL--
IT MUST FAIL! THEY MUST DESTROY EACH OTHER --AND I CAN ARRANGE IT!

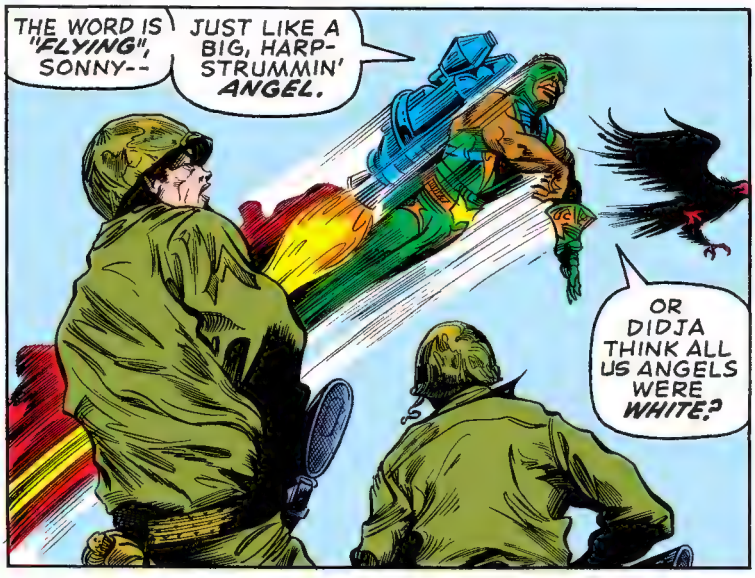
FIRST, I AGAIN REVERT TO HUMAN FORM!
THOUGH THE GORILLA CANNOT SLIP THRU THESE BARS--
ERIC GORBO CAN!
SECONDS LATER--
MOLE MAN! I CAME TO WARN YOU--
CAPTAIN AMERICA IS A SPY!
ANOTHER SURFACE MAN!
HE WAS SENT BY THE ARMY-- ABOVE--
--TO GET YOU TO DROP YOUR DEFENSES!
OKAY, I'M READY! ACTIVATE YOUR ELEVATO-BEAM.
WHAT'S TAKING HIM SO LONG?
THE BEAM! HE SHUT IT OFF!
YOU'RE GOING NOWHERE! I WAS WARNED ABOUT YOU-- JUST IN TIME!
SOMETHING'S WRONG! I'M TRAPPED DOWN HERE--WITH A MADMAN!
BUT, AT THAT VERY MOMENT--IN THE LAB OF TONY STARK--
CAP ALWAYS TOLD ME I COULD COME TO YOU FOR HELP.
BUT--HOW MUCH LONGER WILL IT TAKE?
IT'S JUST ABOUT READY NOW.
BUT, YOU UNDERSTAND--IT CAN ONLY HOLD ENOUGH FUEL TO GET YOU DOWN THERE--
GETTING BACK IS ANOTHER MATTER!
I'LL WORRY ABOUT THAT WHEN THE TIME COMES!
OKAY THEN-- YOU'RE ALL SET!
TAKE MY CAR.
EVERY MINUTE MAY COUNT.

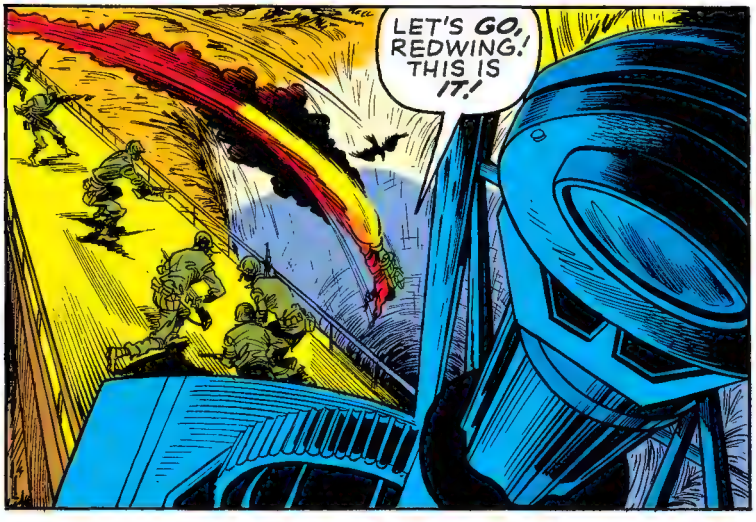

STARK'S MY KINDA GUY!
HE'S THE ONLY ONE WHO DIDN'T TELL ME IT'S HOPELESS!
STARK INT.

AND TILL SOMEONE CAN PROVE THAT MY PARTNER'S DEAD--
I'M GOIN' DOWN THERE-- TO FIND 'IM!


HALT! THIS AREA IS RESTRICTED!
MAN! THE TIMES I HEARD THAT LINE BEFORE!
RESTRICTED U.S. GOV.

C'MON--STAY WHERE YOU ARE! WE'VE GOT OUR ORDERS! WE-- WE--
HEY, LOOK! WHAT'S HE DOIN'?


THE WORD IS "FLYING", SONNY--
JUST LIKE A BIG, HARP-STRUMMIN' ANGEL.
OR DIDJA THINK ALL US ANGELS WERE WHITE?


LET'S GO, REDWING! THIS IS IT!

I'M-- PLUNGING TOO FAST!
GOTTA REMEMBER --WHAT STARK TOLD ME.

HIT THE POWER REVERSE--
NO GOOD! I DID IT TOO HARD!
I'M SOARING FROM SIDE TO SIDE! CAN'T GET THE FEEL OF IT!
C'MON, FALCON-- STAY WITH IT, MAN!
YOU AIN'T LETTIN' THE SHIELD-SLINGER DOWN!
NOW I'VE GOT IT.
SO ALL I'VE GOTTA WORRY ABOUT IS--
WILL I FIND CAP ALIVE DOWN THERE?
AND, ALIVE HE IS--
BUT, FOR HOW LONG--?
THEY'RE OUT TO KILL ME!
BUT WHY? WHAT HAPPENED?
THE GORILLA! HE'S BROKEN FREE!
IS HE-- TRYING TO HELP ME?
NO! THAT'S NOT IT--
HE'S AFTER ME HIMSELF!
CAP! HANG IN THERE!
THE FALCON!
HE CAN'T SAVE YOU NOW!
YOU-- YOU CAN SPEAK!
HE WON'T HAVE TIME FOR CONVER-SATION, MAN--
NOT AFTER GETTIN' A DOSE OF THESE POWER JETS!
CAREFUL! HE'S EVEN STRONGER THAN YOU THINK!

WOW! I SEE WHATCHA MEAN, PARTNER!
WATCH IT, FALC-- YOU'RE TOO CLOSE!
I'VE GOTTA DISTRACT HIM-- WITH MY SHIELD!
THAT TIN-PLATED TOY CAN'T STOP ME!
SPANG!
HE TURNED AWAY!
IF I CAN KICK IT BACK TO 'IM--WHEN HE'S NOT LOOKIN'--
I'M SO GLAD TO FIND CAP ALIVE-- I'LL TRY ANY-THING!
IT WORKED! I CAUGHT 'IM OFF-BALANCE!
HE'S DAZED! HE'S REEL-ING BACK--
NOW'S YOUR CHANCE, FALC--
ONE MORE POWER JET BLAST-- HURRY!
I HEAR YA TALKIN', AVENGER!
YOU DID IT!
HE'S CRASHING THRU THE WALL!
19

BEHIND THE WALL--THE MOLE MAN'S WEAPONRY ROOM!
YOU'RE TOO LATE TO STOP ME NOW
IF IT'S WAR THE SURFACE WORLD WANTS --THAT'S WHAT THEY'LL GET!
AND THE FIRST TARGET I BLAST WILL BE SHIELD HQ --DIRECTLY ABOVE ME!
KLAT-CH!
AND ONCE SHIELD IS DESTROYED, I'LL ATTACK EARTH'S CITIES AT RANDOM!
DESTROY SHIELD? BUT--THAT'S WHERE JULIA IS! JULIA!
EVEN THOUGH SHE SPURNED ME--SHE MUSTN'T DIE!
NOT JULIA! NOT--THE GIRL I LOVE!
HE THREW HIMSELF IN FRONT OF THE MUZZLE! HE TOOK--THE FULL BLAST!
THERE'S SOMETHING HAPPENING TO HIM!
HE--HE'S CHANGING!
THE GORILLA IS--TURNING HUMAN!
MOLE MAN--SPARE THEM...
I--LIED TO YOU! CAPTAIN AMERICA--ISN'T--A SPY.
I--WANTED A WAR...BECAUSE--I HATED THEM ALL! BUT--NOT JULIA, NOT JULIA!
THEN--THERE CAN STILL BE PEACE!
I DON'T KNOW WHO--OR WHAT HE WAS.
BUT PERHAPS--HE SAVED US ALL.
I'LL SEND YOU BACK NOW.
WE'RE GOIN' UP! BUT--WHAT WAS IT ALL ABOUT, CAP?
MAYBE IT FINALLY PROVED--LOVE IS STRONGER THAN HATE!
NEXT
SPIDER-MAN STRIKES!
20

Cover from *Captain America Annual* #1, January 1971
(reprinting *Tales of Suspense* #63, 69-71, 75)

CAPTAIN AMERICA
NOT YOUR EYES ARE NOT DECEIVING YOU!
DON'T DARE MISS: BUCKY REBORN!
IN THIS ISSUE LEARN THE TRUE IDENTITY OF THE HOOD!

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